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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

2-28-00

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((H00000009047 2)))

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : TODD W. KLISTON, ESQ.
Account Number : 075221000013
Phone : (954) 473-4900
Fax Number : (954) 473-4907

FLORIDA PROFIT CORPORATION OR P.A.

FLAKES, INC.

Certificate of Status	0
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Page Count	07
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Feb. 29. 2000 5:14PM

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**ARTICLES OF INCORPORATION
OF
FLAKES, INC.**

EFFECTIVE DATE
2-28-00

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is FLAKES, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Todd W. Kliston, Esq.
8211 W. Broward Blvd., Suite 375
Plantation, Florida 33324
Florida Bar # 163001
(954) 473-4900

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ARTICLE IV
CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V
ADDRESS

The initial street address of the principal office of this corporation is 1800 NE 28TH Terrace, Pompano Beach, FL 33062.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INDEMNIFICATION

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Director who shall hold office until his successor is elected and has qualified is:

Kent Lerner	1800 NE 28 th Terrace Pompano Beach, FL 33062
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ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Todd W. Kliston	8211 West Broward Boulevard, Suite 375 Plantation, FL 33324

ARTICLE X

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 8211 West Broward Boulevard, Suite 375, Plantation, Florida 33324 and the name of the initial registered agent at that office is Todd W. Kliston.

ARTICLE XI

EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

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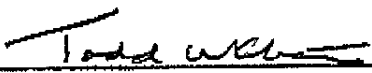
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ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida
Law.

Date: Feb 28, 2000


Todd W. Kliston

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - FLAKES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT CITY OF POMPANO BEACH, STATE OF FLORIDA HAS NAMED TODD W.
KLISTON, LOCATED AT 8211 WEST BROWARD BOULEVARD, SUITE 375, CITY OF
PLANTATION, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF
THIS POSITION.

SIGNATURE:

Todd W. Kliston
(registered agent)

DATE:

FEB 28, 2000

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