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ELLIOT L. MILLER
ATTORNEY AT LAW

534-1313

SUITE 116
960 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140-3349

July 20, 2001

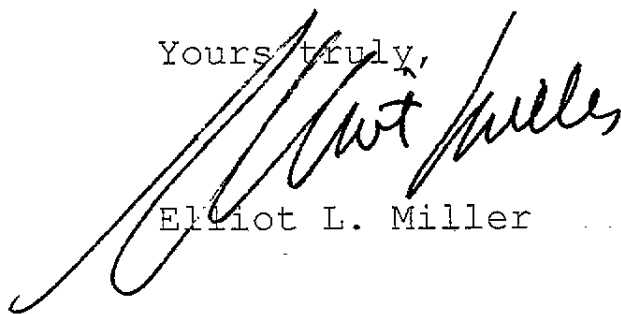
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 323 14

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Gentlemen;

Enclosed is the newly-executed application for incorporation of 9745 Corp., Inc. which you are respectfully requested to file in the usual fashion, sending to us your routine acknowledgment letter reflecting that the corporation has been duly filed and created and further giving to us the document number being assigned by you to this new corporation. We enclose a check in your favor for the filing fees required. Certified copies are not requested at this time. If there are ANY questions or problems, do please favor us with a phone call so that such can be rectified promptly.

Yours truly,



Elliot L. Miller

EM:L
enclosure
#751079

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9745 Corporation, Inc.
(Suite # 116)

960 Arthur Godfrey Road
Phone: (305) 674-1313

Miami Beach, Fla. 33140-3326
Fax: (305) 531-1313

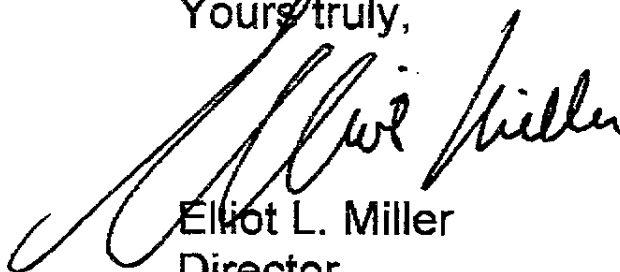
September 5, 2001

Division of Corporations
Office of the Secretary of State
Tallahassee, Florida

Gentlemen;

We hereby certify that we have no intent to
reinstate the "9745 Corp. Inc." hereafter and cheerfully
release its name so that the same can be used by any new
separate corporation and we truly thank you for your
cooperation in this matter.

Yours truly,



Eliot L. Miller
Director

FILED
01 JUL 27 PM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELM:i
faxed to **850 245 6804**

CERTIFICATE OF INCORPORATION

OF

9745 Corp, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE ONE: The name of the corporation shall be: 9745 Corp., Inc.
- ARTICLE TWO: The capital stock of this corporation shall consist of 500 shares, of \$ 1.00 par value.
- ARTICLE THREE: The amount of capital with which this corporation shall commence its business will be not less than five hundred dollars (\$500.00).
- ARTICLE FOUR: This corporation shall have perpetual existence as provided for by Florida law.
- ARTICLE FIVE: The principal office of this corporation may not yet be established but its mailing address is: 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE SIX: This corporation shall be managed by not less than one director, nor more than fifteen (15) as further provided for by its by-laws hereinafter enacted, and may be a single director corporation as authorized by law.
- ARTICLE SEVEN: The names and addresses of the members of the first board of directors are: Elliot L. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE EIGHT: The names and addresses of the subscribers to these articles of incorporation are: Elliot L. Miller, 99960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE NINE: Resident Agent Designation. The aforesaid corporation, desiring to organize under the laws of the State of Florida with its

principal place of business to be as aforesaid, has named: Judith A. Frankel located at: 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140 as its agent to accept service of process within this state, and the said designated agent located at the aforesaid place hereby accepts this designation and agrees to act in this capacity, and further agrees to comply with the provisions of the said laws relative to keeping open said office.

Accepted: *Judith A. Frankel*
Judith A. Frankel (designated agent)

In witness whereof we hereunto subscribe to the foregoing articles of incorporation.

Not Miller

STATE OF FLORIDA
COUNTY OF DADE

Acknowledged before me this July 20, 2001

Regina Harris
Notary Public (seal)

My Commission Expires:

