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PUBLIC ACCESS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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(((H95000004363))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BANCROFT INTERNATIONAL, INC.
FAX AUDIT NUMBER: H95000004363 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF
BANCROFT INTERNATIONAL, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be
BANCROFT INTERNATIONAL, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of the business of the corporation shall be
716 N.E. 92nd Street, Suite 400
Miami Shores, Florida 33138

ARTICLE III. NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under
the laws of the United States and under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of One Thousand
(1000) shares of stock. The shares of stock authorized shall be common stock
having a par value of One Dollar (\$1.00) per share. The consideration to be
paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICER

The Corporation's initial Registered Agent and Registered Officer in
the State of Florida shall be:

JANET BANCROFT-MARCHETTI
716 N.E. 92nd Street, Suite 400
Miami Shores, Florida 33138

ARTICLE VI. BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws
adopted by the stockholders. However, the Corporation shall have no less than
one (1) director at any time.

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of each member of the initial Board
of Directors are:

JANET BANCROFT-MARCHETTI
716 N.E. 92nd Street, Suite 400
Miami Shores, Florida 33138

LAURA MARCHETTI SCOTT
716 N.E. 92nd Street, Suite 400
Miami Shores, Florida 33138

Prepared by:
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TALLAHASSEE, FLORIDA

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX. INCORPORATOR

The name and post office address of the incorporator executing these Articles of Incorporation are as follows:

JANET BANCROFT-MARCHETTI
716 N.E. 92nd Street, Suite 400
Miami Shores, Florida 33138

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business in the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Janet Bancroft-Marchetti
JANET BANCROFT-MARCHETTI

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared, JANET BANCROFT-MARCHETTI, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged to me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County and State of Florida above written this 31 day of July, 1995.

Richard J. MacLellan
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Janet Bancroft-Marchetti
JANET BANCROFT-MARCHETTI

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JUL 18 11:42:25
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