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Handwritten: P600016262

ACCOUNT NO : 07210000032

REFERENCE : 854009 810600

AUTHORIZATION :

COST LIMIT : % PREPAID

ORDER DATE : February 21, 1996

ORDER TIME : 3:56 PM

ORDER NO. : 854009

CUSTOMER NO: 81068A

CUSTOMER: Douglas J. Fracher, Esq
MARCUS & MARCUS, P.A.

317 North Krome Avenue

Homestead, FL 33030-6077

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96 FEB 21 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: A. J. ICON HOLDINGS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

T. BROWN FEB 22 1996

ARTICLES OF INCORPORATION

OF

A.J. ICON HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be **A.J. ICON HOLDINGS, INC.**, hereinafter referred to as the Corporation. The principal and main mailing address is 76 East Palm Drive, Florida City, Florida 33034.

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or

improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the

accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock at no par value.

ARTICLE V

The initial registered agent for this corporation is **MICHAEL J. MARCUS, ESQ.** and the initial registered office is located at **317 North Krome Avenue, Homestead, Florida 33030.**

ARTICLE VI

This corporation shall have One (1) director initially.

The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

The name and street address of each member of the first board of

directors in JOHN ICONOMOU, 76 East Palm Drive, Florida City, Florida 33034, and he shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

The name and street address of the incorporator is JOHN ICONOMOU, 76 East Palm Drive, Florida City, Florida 33034.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 16th day of February, 1996.



JOHN ICONOMOU

STATE OF FLORIDA)
COUNTY OF DADE)

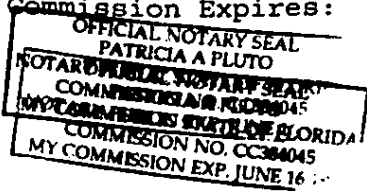
BEFORE ME this day, personally appeared, JOHN ICONOMOU, who executed the foregoing instrument, and who is personally known to me, or who produced _____ as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16th, day of February, 1996.



Notary Public

My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



MICHAEL J. MARCUS, ESQ.

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TALLAHASSEE, FLORIDA