

3/03/98

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OFFENSIVE DEFENSE, INC.

AUDIT NUMBER.....H98000004395

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

OFFENSIVE DEFENSE, INC.

ARTICLE I - NAME

The name of the corporation is:

OFFENSIVE DEFENSE, INC

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

Prepared by:
Maria R. Fernandez Gomez, Esq.
255 Alhambra Circle
Suite 610
Coral Gables, FL 33134
Fla. Bar No. 998494

(305) 441-8080

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is: THOMAS STUEBE 18764 NW 55 AVENUE MIAMI, FLORIDA 33055.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 18764 N.W. 55 AVENUE, MIAMI, FLORIDA 33055

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

THOMAS STUEBE PRESIDENT

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

THOMAS STUEBE
18764 NW. 55 AVENUE
MIAMI, FLORIDA 33055

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

OFFENSIVE DEFENSE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named THOMAS STUEBE, whose address is 18764 N.W. 55 AVENUE, MIAMI, FLORIDA 33055, as its agent to accept service of process within Florida.

OFFENSIVE DEFENSE, INC.

By: 

THOMAS STUEBE

DATED this 3rd day of March, 1998.

ACCEPTANCE

Having been named to accept service of process for OFFENSIVE DEFENSE, INC. at 18764 N.W. 55 AVENUE, MIAMI, FLORIDA 33055, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


THOMAS STUEBE
REGISTERED AGENT

DATED this 3rd day of March, 1998.

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 1998.


THOMAS STUEBE
INCORPORATOR

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledge-acknowledgements in the State and County set forth above, personally appeared THOMAS STUEBE, known by me to be the person who executed the foregoing Articles of Incorporation, or who produced Thomas Stuebe as identification, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of March, 1998.


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My commission expires:



MARIA F. FERNANDEZ-GOMEZ
My Commission CC883322
Expires Dec. 30, 1998

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