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HERBERT J. LERNER
ATTORNEY AT LAW

777 ARTHUR GODFREY ROAD
SECOND FLOOR
MIAMI BEACH, FLORIDA 33140

(305) 673-3000

April 9, 1998

State of Florida
Department of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

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-04/14/98--01033--007
****122.50 ****122.50

Re: SAFONE, INC.

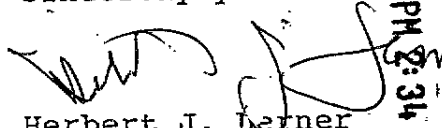
Gentlemen:

Enclosed is an original and one copy of the Articles of
incorporation for the above company. Please file the original
in your office and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 to
cover all costs.

Thank you very much for your cooperation and kindness.

Sincerely yours,


Herbert J. Lerner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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HJL/y
Encls.

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WOS

ARTICLES OF INCORPORATION

OF

SAFONE, INC.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

SAFONE, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted by and under the laws of the State of Florida or of the United States of America, and the corporation shall have the power to do all things necessary to carry on its business, with all powers conferred upon corporations by the State of Florida and the United States of America.

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner terminated or dissolved under the provisions of the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Herbert Mensh
326 ~~19~~1st St.
Miami, Florida 33160

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially, and never less than one director. The number of directors may be increased from time to time by Bylaws adopted by the stockholders.

ARTICLE VII

INITIAL DIRECTORS

The name of the initial Director of this Corporation and her street address are:

Herbert Mensh
326 ~~19~~191st St.
Miami, FL 33160

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INFORMAL ACTION OF DIRECTORS OR SHAREHOLDERS

If all of the Directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or a meeting of the Shareholders respectively.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator are:

Herbert Mensh
326 191st St.
Miami, Florida 33160

ARTICLE X

RIGHT TO AMEND CERTIFICATE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter

prescribed by statute, and all rights conferred under stockholders herein are granted subject to this provision.

ARTICLE XI

SMALL BUSINESS CORPORATION ELECTION

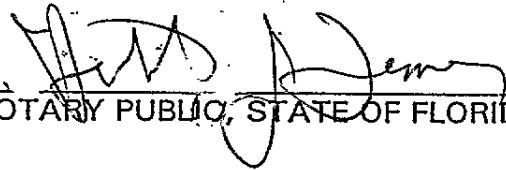
This Corporation may be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 8 day of APRIL, 1998.

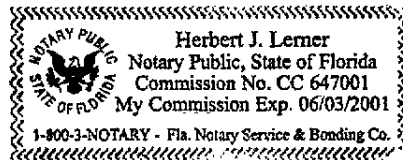

Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE) SS.

BEFORE ME, a Notary Public, duly authorized to take acknowledgments in the State of Florida, personally appeared HERBERT NENSAH, to me known to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to these Articles of Incorporation on APRIL 8, 1998.



NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

SAFONE, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at
326 W 191st St., Miami, Florida 33160, has named HERBERT MENSCH
as its agent to accept service of process within Florida.

Dated: APRIL 8, 1998



HERBERT MENSCH

Having been named to accept service of process for the above
corporation at the place designated in this Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance
of my duties.



HERBERT MENSCH

Registered Agent
326 W 191st Street
Miami, Florida 33160

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