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RYAN & RYAN, P.A.
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DANIA, FLORIDA 33004-3090

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ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN
ALEXANDRA C. AUSTIN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (954) 920-2921
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December 19, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Incorporation of Fresh Start Properties, Inc.
Our File Number 15958D

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation and the Certificate Designating Resident Agent for the above-stated corporation. Please file the Articles of Incorporation and return a certified copy of the Articles and Certificate Designating Resident Agent to the undersigned attorney.

Also enclosed is my Trust Account check payable to your order in the sum of \$122.50, representing the following fees:

Profit corporation filing fee	\$ 35.00
Registered agent designation	35.00
Certified copy	<u>52.50</u>
Total	\$ 122.50

Please file the Articles immediately upon receipt and return a certified copy to me.

Very truly yours,


TIMOTHY M. RYAN

TMR/rl
Encl.

P. Hall

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ARTICLES OF INCORPORATION
OF
FRESH START PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporation for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be FRESH START PROPERTIES, INC.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, the purchase, sale, rental and management of real estate and to perform such other related activities incidental to the general purpose of this corporation,

and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporation for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be at 15300 N.E. 14th Court, North Miami Beach, Florida 33162, with the privilege of having branch offices at other places within or without the State of Florida, and within or without the United States of America, and the name of its initial registered agent is LORRAINE GOLDEN, whose

address is 15300 N.E. 14th Court, North Miami Beach, Florida 33162.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100th (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

JULIA M. BRYANT
15300 N.E. 14th Court
North Miami Beach, Florida 33162

LORRAINE GOLDEN
15300 N.E. 14th Court
North Miami Beach, Florida 33162

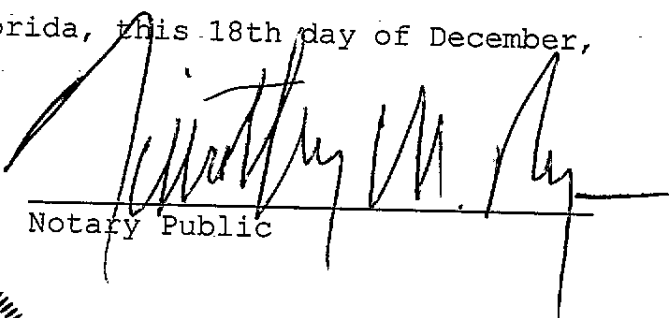
ARTICLE IX

INCORPORATOR

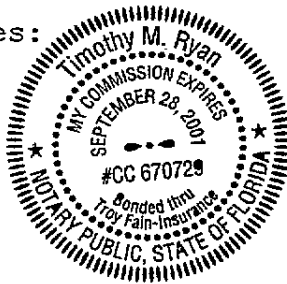
The name and address of the incorporator to the Articles of Incorporation is:

Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 18th day of December, 1997.


Notary Public

My Commissions Expires:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes:

FRESH START PROPERTIES, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 15300 N.E. 14th Court, in the City of North Miami Beach, County of Dade, State of Florida, has named LORRAINE GOLDEN, located at 15300 N.E. 14th Court, in the City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
JULIA M. BRYANT	President	15300 N.E. 14 th Court North Miami Beach, FL 33162
LORRAINE GOLDEN	Vice President/ Secretary/ Treasurer	15300 N.E. 14 th Court North Miami Beach, FL 33162

DIRECTORS:

NAME

JULIA M. BRYANT President

LORRAINE GOLDEN Vice President/
Secretary/
Treasurer

SPECIFIC ADDRESS

15300 N.E. 14th Court
North Miami Beach, FL 33162

15300 N.E. 14th Court
North Miami Beach, FL 33162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 18th day of December, 1997.

FRESH START PROPERTIES, INC.

By: Julia M. Bryant
JULIA M. BRYANT, President

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Lorraine Golden
LORRAINE GOLDEN, Registered Agent