



L. MONTY KANDEKORE

ATTORNEY AT LAW

NationsBank Building
18350 N.W. 2nd Avenue
5th Floor
Miami, FL 33169

Tel: (305) 651-3080
Fax: (305) 654-3556

May 27 1998
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

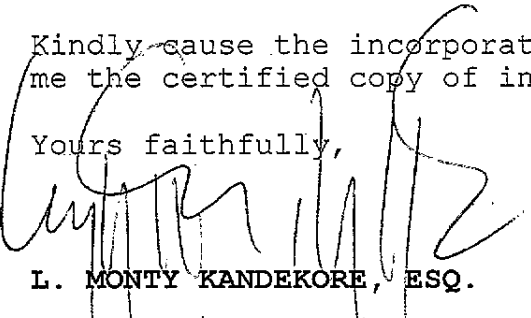
Re: Articles of Incorporation of
Reprise Holding Corporation
Registered Agent: Vincent Medina

Dear Sir or Madam:

Enclosed please find check no. 1981 for the amount of
\$ 131.25 in payment of Filing Fee, Certified Copy and
Certificate, regarding the above-mentioned matter.

Kindly cause the incorporation to be effected and return to
me the certified copy of incorporation.

Yours faithfully,


L. MONTY KANDEKORE, ESQ.

LMK/imv

Enclosure (2)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
REPRISE HOLDING CORPORATION**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **REPRISE HOLDING CORPORATION**.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a per value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's

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securities.

ARTICLE V

REGISTERED AGENT

The name of the initial registered agent of this corporation is **VINCENT MEDINA**. The street address of the initial registered office of the corporation in the State of Florida is **2646 N.E.188TH STREET, MIAMI BEACH, FL 33180** and the principal place of business of the corporation is **2646 N.E. 188TH STREET, MIAMI BEACH, FL 33180**.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

VINCENT MEDINA

**2646 N.E. 188TH STREET
MIAMI BEACH, FL 33180**

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **L. Monty Kandekore, Esq., 18350 N.W. 2nd Avenue, 5th Floor, Miami, FL 33169**.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

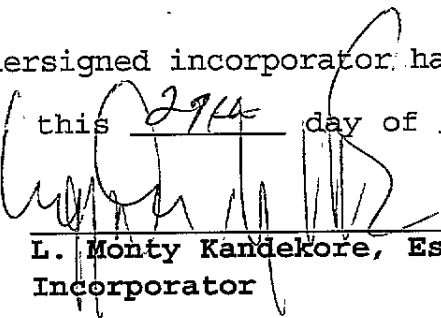
ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of May, 1998.



L. Monty Kandekore, Esq.
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day of May, 1998 by L. Monty Kandekore, Esq., as the Incorporator of **REPRISE HOLDING CORPORATION** a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification driver license and did (did not) take an oath.



Maydelin Gil
MY COMMISSION # CC55779 EXPIRES
May 27, 2000
BONDED THRU TROY FAIN INSURANCE, INC.
My Commission Expires:

Maydelin Gil
NOTARY PUBLIC (Signature)
State of Florida, at Large

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
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:

FIRST that **REPRISE HOLDING CORPORATION** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2646 N.E. 188th Street, Miami, Beach, FL 33180 and has named **VINCENT MEDINA**, located at 2646 N.E. 188th Street, Miami Beach, FL 33180 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.

Dated this 27th day of May, 1998.

By: 
VINCENT MEDINA
Registered Agent.

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