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PHONE: (305) 541-3694

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NAME: ~~ARC HOLDINGS CORP.~~

AUDIT NUMBER.....H98000020487

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1998

EMPIRE

SUBJECT: ARC HOLDINGS CORP.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE CONFLICT IS "ARK HOLDINGS, INC.", DOCUMENT NUMBER P97000080422.

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Tracy Augsburger
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**ARTICLES OF INCORPORATION
OF
3031 S.W. 27TH AVE., INC.**

(4)

**ARTICLE I
Name and Address of Corporation**

The name of this corporation shall be 3031 S.W. 27TH AVE., INC. The principal place of business and address is 7150 NW 36 Avenue, Miami, Florida, 33147.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III
Purpose**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V
Registered Agent and Office**

The name and office address of this corporation's initial registered agent is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

PREPARED BY:
LEE C. SCHMACHTENBERG, Esq.
1533 SUNSET DRIVE, SUITE 201
CORAL GABLES, FL 33143
(305) 886-4676
FLORIDA BAR NO. 175843

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ARTICLE VI
Incorporator

The name and address of the incorporator is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of one(1) person. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial member(s) of the Board of Directors of this corporation : Paul Arcia, 7150 NW 36 Avenue, Miami, Florida, 33147.

ARTICLE VIII
Indemnification

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

ARTICLE IV
Amendments

The power to adopt, alter, amend or repeal these Articles of Incorporation and the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 4th day of November, 1998.



Lee C. Schmachtenberg, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.



Lee C. Schmachtenberg, Registered Agent

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

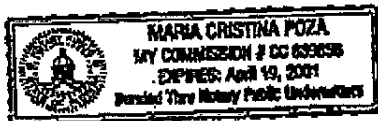
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) ss
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BEFORE ME, the undersigned authority, personally appeared Lee C. Schmachtenberg, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 4th day of November, 1998.

[Signature]
Notary Public, State of Florida

My Commission Expires:



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