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Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.**tough and tender inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

TOUGH AND TENDER INC.

The undersigned, acting as incorporator of a under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation hereinafter referred to, as the "Corporation" is Tough and Tender Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for local, national and international charitable, religious, educational, humanitarian, artistic, cultural and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, or to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation,

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or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more local, national or international charitable, religious, humanitarian, cultural, artistic, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 800 West Cypress Creek Road, Suite 502, Ft. Lauderdale, Florida 33309 and the name of the initial registered agent located at that address is Maria Prunskis.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

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Maria Prunskis 337 40 1338

800 W. Cypress Creek Rd., #502 Fort Lauderdale,
Florida 33309

Kathleen M. Conway 070 30 8376 1541 S. Ocean Drive, Apt. 320

Pompano Beach,
Florida 33062

Alena Coleman

101 NE. 56th Court

Fort Lauderdale,
Florida 3334-1719

ARTICLE IX

The name and address of the initial incorporator is:

Maria Prunskis 337 40 1338

800 W. Cypress Creek Rd., #502 Fort Lauderdale,
Florida 33309 ..

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 800 West Cypress Creek Road, Suite 502, Broward County, Ft. Lauderdale, Florida 33309, on this 24th day of November 2000.


Maria Prunskis, Incorporator

STATE OF FLORIDA


COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24th day of November 2000.

(SEAL)



My Commission Expires: _____



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**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE**

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with law. Tough and Tender Inc., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 800 West Cypress Creek Road, Suite 502, Ft. Lauderdale, Florida 33309, hereby designates Maria Prunskis, as its agent located at that address to accept service of process within this state.

ACCEPTANCE

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

Registered Agent:


Maria Prunskis

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STATE OF FLORIDA
COUNTY OF BROWARD

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BEFORE ME, the undersigned authority, this 24th day of November 2000 personally appeared Maria Prunskis, who is personally known by me, and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that she has executed the same for the purpose expressed therein.

(SEAL)

Notary Public
State of Florida



My Commission Expires: _____

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