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LAW OFFICE OF
TERRY J. FORMAN
1521 S.W. LEJEUNE ROAD
P.O. Box 14-1156

CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

TELEPHONE (305) 443-7318
FACSIMILE (305) 444-9119

December 30, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
01-01-00

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-01/03/00--01136--006
*****122.50 *****78.75

Dear Sir or Madam:

Enclosed you will find the articles of incorporation for Eight Forty Two, Inc. as well as, a check in the amount of \$122.50. Kindly file said articles and send a certified copy to the address shown above.

Your prompt and careful attention to this matter is greatly appreciated.

Very truly yours,


Terry J. Forman, Esq.

FILED
00 JAN -3 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Thompson JAN 06 2000

EFFECTIVE DATE
01-01-00

ARTICLES OF INCORPORATION

OF

EIGHT FORTY TWO, INC.

ARTICLE I.

The name of this Corporation is:

Eight Forty Two, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on January 1, 2000.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

FILED
00 JAN -3 PM 4:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

6890 SW 88th Street, Suite B-403
Miami, Florida 33156

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE VII.

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

DIRECTOR

Martin Luytjes
6890 SW 88th Street, Suite B-403
Miami, Florida 33156

ARTICLE VIII.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

Martin Luytjes
6890 SW 88th Street, Suite B-403
Miami, Florida

ARTICLE IX.

The name and address of the incorporator who is signing these Articles of Incorporation is:

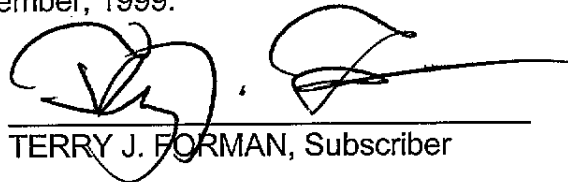
TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE X.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of December, 1999.


TERRY J. FORMAN, Subscriber


STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 30 day of December, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large

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

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **EIGHT FORTY TWO, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 6890 SW 88th Street, Suite B-403, Miami, Florida 33156, has named TERRY J. FORMAN, whose address is 1521 SW LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: December 30, 1999

By: 
Terry J. Forman, Subscriber

Having been named to accept service of process for **EIGHT FORTY TWO, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 30, 1999

By: 
Terry J. Forman, Subscriber

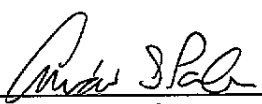
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 30 day of December, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large