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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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00 FEB -4 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

INNER QI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

INNER QI, INC.

ARTICLE I - NAME

The name of this corporation is INNER QI, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

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WILLIAM F. BEGGS, ESQUIRE
BEGGS AND VECCHIO
PENTHOUSE A, REPUBLIC SECURITY BANK
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
(954) 772-5132
BAR NO. 154537

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ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI - INITIAL PRINCIPAL AND
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation is Penthouse A, 2929 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the street address of the registered office is Penthouse A, 2929 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at such address is David Rosenthal.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director is as follows:

NAME**ADDRESS**

Carol Chandler

Penthouse A
2929 East Commercial Boulevard
Fort Lauderdale, Florida 33308**ARTICLE VIII - INCORPORATION**

The name and address of the Corporation's incorporator is:

NAME**ADDRESS**

Carol Chandler

Penthouse A
2929 East Commercial Boulevard
Fort Lauderdale, Florida 33308

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

ARTICLE X - RESTRICTION ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations Board of Directors.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 the 3 day of FEBRUARY, 2000.



Incorporator, CAROL CHANDLER

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 3 day of FEBRUARY, 2000, by CAROL CHANDLER, who is personally known to me or who has produced _____ as identification and who did take an oath.



NOTARY PUBLIC

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My Commission Expires:

6-8-00



Bettye McGlohn
MY COMMISSION # CC075005 EXPIRES
June 8, 2000
BONDED THRU TRISTY FAIR INSURANCE, INC

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That INNER QI, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Penthouse A, 2929 East Commercial Boulevard, Fort Lauderdale, Florida 33308, has named DAVID ROSENTHAL, located at Penthouse A, 2929 East Commercial Boulevard, Fort Lauderdale, Florida 33308, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:



Resident Agent, DAVID ROSENTHAL

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