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Steven B. Dolchin, P.A.

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December 16, 1999

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700003083627--7
-12/29/99--01092--002
*****70.00 *****70.00

RE: P.S. VENTURE CORP.

To Whom It May Concern:

Enclosed herewith is one original and one copy of the Articles of Incorporation for the above-referenced corporation.

Our check, payable to the Secretary of State, in the amount of \$70.00 is enclosed as payment of the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
	\$ 70.00

Please return the filed copy to the attention of the undersigned.

Thank you for your cooperation.

Very truly yours,


STEVEN B. DOLCHIN

SBD:cyr

Enclosures
cc: Mr. Barry Potter

C:Potter.Ltr Sec.State

FILED
00 FEB 21 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 2000

STEVEN B. DOLCHIN, P.A.
3864 SHERIDAN STREET
HOLLYWOOD, FL 33021

SUBJECT: P.S. VENTURE CORP
Ref. Number: W00000000380

We have received your document for P.S. VENTURE CORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 400A00000566

ARTICLES OF INCORPORATION

OF

MUELLER & POTTER, INC.

FILED
00 FEB 21 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MUELLER & POTTER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500.00) shares of One (\$1.00) Dollar par value, voting common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Emerald Village Professional Plaza, 3864 Sheridan Street, Hollywood, Florida 33021, and the initial registered agent of this corporation at that address is STEVEN B. DOLCHIN.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 3087 N.E. 183rd Lane, Aventura, Florida 33160.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Director of this corporation is:

BARRY POTTER
3087 N. E. 183rd Lane
Aventura, Florida 33160

ARTICLE VIII - BY-LAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any promoter or incorporator to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Steven B. Dolchin, Emerald Village Professional Plaza, 3864 Sheridan Street, Hollywood, Florida 33021.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of December, 1999.


STEVEN B. DOLCHIN

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

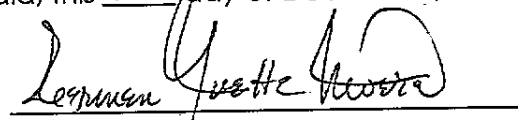
DATED THIS 16 DAY OF DECEMBER, 1999.


STEVEN B. DOLCHIN
(Registered Agent)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared, STEVEN B. DOLCHIN to me known and known by me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of MUELLER & POTTER, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 16 day of December, 1999.


Notary Public
State of Florida at Large

My Commission Expires:

