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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3300 P.G.A. Boulevard Suite 990
Palm Beach Gardens, FL 33410
561.799.3810
fax 561.799.1818

July 5, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

9000003315349--6

-07/06/00--01092--005

*****70.00 *****70.00

Re: CLASSICS OF PALM BEACH, INC.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned client. Also enclosed is a check in the amount of \$70.00 to cover the cost of filing.

If you have any questions, please do not hesitate to give me a call.

Thank you for your prompt attention to this matter.

Sincerely,

Jay B. Fischer
Accountant

Encl.

D. BROWN JUL 12 2000

ARTICLES OF INCORPORATION
OF
CLASSICS OF PALM BEACH, INC.

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ARTICLE I

NAME

The name of this corporation is CLASSICS OF PALM BEACH, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 11920 Orange Grove Blvd. Royal Palm Beach, Florida, 33411, and the name of the initial registered agent at this address is Joseph Yapell.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Joseph Yapell

11920 Orange Grove Blvd.
Royal Palm Beach, FL 33411

ARTICLE IX

INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

Joseph Yapell

11920 Orange Grove Blvd
Royal Palm Beach, FL 33411

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
incorporation this 29th day of April, 2000.


Joseph Yapell

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, Joseph Yapell personally appeared, known by me to be the person who executed these article of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 29th day of April, 2000.

{SEAL}



HERBERT G. PEREZ
My Comm Exp. 11/24/2000
Bonded By Service Ins
No. CC603529
[1 Personally Known to Other I.D.]


Notary Public

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, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST—**CLASSICS OF PALM BEACH, INC.**
DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPLE PLACE OF BUSINESS AT THE CITY OF ROYAL PALM BEACH, PALM
BEACH COUNTY, STATE OF FLORIDA, HAS NAMED JOSEPH YAPPELL, AT 11920
ORANGE GROVE BLVD CITY OF ROYAL PALM BEACH, STATE OF FLORIDA AS ITS
AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNED



TITLE

PRESIDENT

DATE

APRIL 29, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED


JOSEPH YAPPELL
Resident Agent

DATE

APRIL 29, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA