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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 2000

EMPIRE

SUBJECT: CLAS ACT MAINTENANCE, INC.
REF: W00000019368

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ARTICLES OF INCORPORATION

OF

CLAS ACT MAINTENANCE, INC.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

CLAS ACT MAINTENANCE, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Prepared by:

Esther Z. Bejer, CPA, P.A.
420 Lincoln Road Suite 363
Miami Beach, FL 33139
305-538-3600

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ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence. Commencement shall be effective this 3rd day of August 2000.

ARTICLE V

Directors

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be Luis R. Clas residing at 1450 Lincoln Rd Ste 908, Miami Beach, Florida 33139.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 1450 Lincoln Rd Ste 908, Miami Beach, Florida 33139 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Luis R. Clas
1450 Lincoln Rd Ste 908
Miami Beach, Florida 33139

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ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Luis R. Clas
1450 Lincoln Rd Ste 908
Miami Beach, Florida 33139

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

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ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

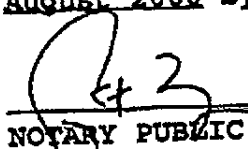
In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the this 3rd day of August 2000.



Luis R. Clas

State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 3rd day of August 2000 by



NOTARY PUBLIC

State of Florida



Esther Z. Bejar
Commission # 00216071
Expires Dec. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires:

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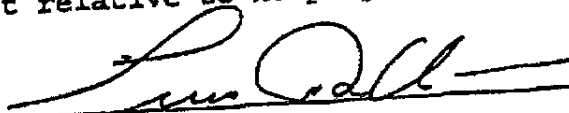
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That CLAS ACT MAINTENANCE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 1450 Lincoln Rd Ste 908, City of Miami Beach, County of Dade, State of Florida, has named Luis R. Clas at 1450 Lincoln Rd Ste 908, City of Miami Beach, County of Dade, State of Florida, 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 the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Luis R. Clas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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