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Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

handley properties ii, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

HANDLEY PROPERTIES II, INC.

We, the undersigned, hereby subscribe to this document for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of this corporation shall be: HANDLEY PROPERTIES II, INC.

ARTICLE II

The primary business purpose of this corporation shall be:

To invest in real and personal property.

To transact any and all business that shall be legal under the laws of the United States of America, and of the State of Florida.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgages, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Prepared By: Richard W. Aschenbrenner, Esq.
Florida Bar No. 125923
10739 S.W. 104 Street
Miami, Florida 33176
(305) 670-6061

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Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guaranty, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other government authority; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Purchase, hold, sell and transfer share(s) of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows: 500 shares of common stock, \$1.00 par value per share.

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interests accruing to each share of common stock shall be more fully determined and set forth in the By-Laws.

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ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the office of this corporation shall be:

9159 S.W. 77th Avenue, Suite 305
Miami, Florida 33156

ARTICLE VII

The number of directors shall not be less than one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the corporation laws of the State

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of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

President/Treasurer: Patricia L. Handley, 9159 S.W. 77th Avenue, Suite 305, Miami, FL 33156

Vice-President/
Secretary:

M.L. Handley, 9159 S.W. 77th Avenue, Suite 305, Miami, FL 33156

ARTICLE IX

The names and addresses of the subscribers of the Certificate of Incorporation are:

Patricia L. Handley
M.L. Handley
9159 S.W. 77th Avenue, Suite 305
Miami, FL 33156

ARTICLE X

The corporation shall have the right and power to from time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholder or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-Laws so provide to hold their respective meetings, and to have one or more offices within or without the State of Florida, and

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to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the original subscriber(s) to the capital stock, herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein are true.

Patricia L. Handley
PATRICIA L. HANDLEY

M. L. Handley
M. L. HANDLEY

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BE IT REMEMBERED, that on this day, before me, personally appeared, Patricia L. Handley and M.L. Handley, the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and under oath acknowledged the said Certificate of Incorporation to be their free and voluntary act and deed, and that the facts herein stated are truly set forth.

WITNESS my hand and seal at Miami-Dade County, Florida on this 16th day of August, 2000.

My Commission Expires:

Richard W. Aschenbrenner
Notary Public, State of Florida
Richard W. Aschenbrenner
Printed Notary Signature



RICHARD W. ASCHENBRENNER
COMMISSION # CC 637009
EXPIRES MAY 31, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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HANDLEY PROPERTIES II, INC.
OATH OF REGISTERED AGENTPatricia L. Handley
9159 S.W. 77th Avenue, Suite 305
Miami, FL 33156FILED
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DIVISION OF CORPORATIONS
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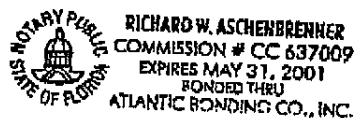
Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Patricia L. Handley
PATRICIA L. HANDLEY

SWORN TO AND SUBSCRIBED before me this 16th day of August, 2000
by Patricia L. Handley who is personally known to me and who did take an oath.

Richard W. Aschenbrenner
Notary Public, State of Florida
Richard W. Aschenbrenner
Printed Notary Signature

My Commission Expires:



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