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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ALL OVER EXPRESS INC.

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

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ARTICLES OF INCORPORATION
OF
ALL OVER EXPRESS INC.

ARTICLE I: CORPORATE NAME

The name and principal or mailing address of the Corporation are: ALL OVER EXPRESS INC. 7400 WEST OAKLAND PARK BLVD. LAUDERHILL FL 33319.

ARTICLE II: NATURE OF CORPORATE BUSINESS

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

ARTICLE III: CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

PREPARED BY:
ROBERT H. ASCHHEIM, ESQ.
2999 NE 191 STREET, PH 6
AVENTURA, FL 33180
FLA. BAR # 167432

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ARTICLE IV: PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V: INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are: ROBERT H. ASCHHEIM, ESQ., 2999 NE 191 STREET, PH 6, AVENTURA FL 33180.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


ROBERT H. ASCHHEIM, ESQ.
Registered Agent

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ARTICLE VI: BOARD OF DIRECTORS

All corporate powers shall be exercised by and be under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

Initially, the Corporation shall have one director. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the Corporation.

The name and address of the initial director is:

EREZ HUS 7400 WEST OAKLAND PARK BLVD., LAUDERHILL FL 33319.

Notwithstanding the foregoing, any and all of the powers and duties conferred to or imposed upon the board of directors, may be exercised or performed to such extent and by such person or persons as shall be provided hereinafter by resolution of the shareholders.

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is: ROBERT H. ASCHHEIM, ESQ., 2999 NE 191 STREET, PH 6, AVENTURA FL 33180.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of September, 2000.

ROBERT H. ASCHHEIM, ESQ.
Incorporator

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STATE OF FLORIDA

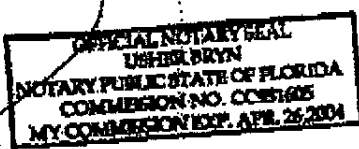
COUNTY OF MIAMI-DADE

) SS:

7th The foregoing instrument was acknowledged before me this
day of September, 2000, by ROBERT H. ASCHHEIM, ESQ. who is
personally known to me or who has produced
as identification.

Notary Public

My Commission Expires:



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