

Charter Number Only

9/24/00
Dobbs
Blass Frankel

Requestor's Name
1st 3rd Avenue #2130
Address
Miami, FL 33131
City State ZIP Phone

(305) 377-9353

4013

300003412213--2
-10/03/00--01010--015
*****78.75 *****78.75

CORPORATION(S) NAME

EGRS, Inc.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail | |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Cert Copy

RECEIVED
00 OCT -3 AM 9:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

EMPIRE

SUBJECT: EGRS, INC.
Ref. Number: W00000023960

We have received your document for EGRS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 100A00052351

RECEIVED
00 OCT -5 AM 10:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EGRS, INC.

FILED
00 OCT -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is EGRS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is TEN THOUSAND (10,000) shares, One Dollar (US\$1.00) par value. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

GLADYS MATZ
2700 Biscayne Boulevard
Miami, Florida 33137

ELETRA CASADEI
2700 Biscayne Boulevard
Miami, Florida 33137

ARTICLE XI

The initial registered agent of the corporation is Ruben Matz. The street address of the corporation's initial registered office is:

Ruben Matz.
2700 Biscayne Boulevard
Miami, Florida 33137

ARTICLE XII

The name and address of the incorporator of the corporation is:

Ruben Matz.
2700 Biscayne Boulevard
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned being the incorporator of said corporation executes these article of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: October 3, 2000

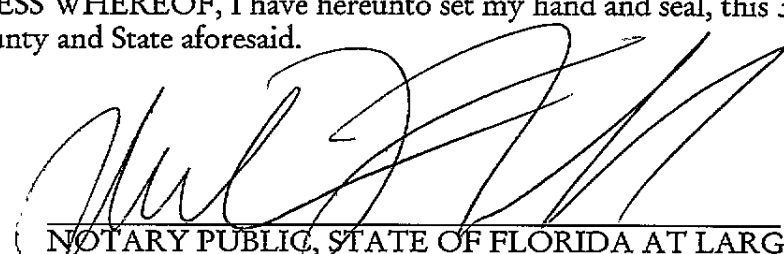


RUBEN MATZ, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, to me well and personally known, personally appeared RUBEN MATZ, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 3RD day of October, 2000 in the County and State aforesaid.

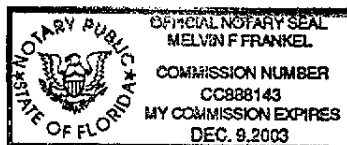


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name:

Commission Number:

My commission Expires:



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

IN PURSUANCE OF §607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN
COMPLIANCE WITH SAID ACT:

FIRST THAT EGRS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT 2700 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33137, HAS NAMED
RUBEN MATZ,, LOCATED AT 2700 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33137, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

EGRS, INC., a Florida corporation

BY: [Signature]
RUBEN MATZ, ORGANIZER

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

[Signature]
RUBEN MATZ

Dated: October 3, 2000

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

SWORN TO AND SUBSCRIBED before me this 3rd day of October, 2000.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Print Name:
Commission Number:
My commission Expires:

FILED
00 OCT -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

