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HERZFELD & RUBIN

80 S.W. 8TH STREET, SUITE 1920
BRICKELL BAYVIEW CENTRE
MIAMI, FLORIDA 33130

Telephone: (305) 381-7999
Telefax: (305) 373-9756
Homepage: <http://www.hrfirm.com>
Firm e-mail: herzfeld@hr-miami.com

DAVID M. KRAUSE, ESQ.*

e-mail: dkrause@hr-miami.com
ALSO ADMITTED IN COLORADO*

FILED
00 OCT -6 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

October 3, 2000

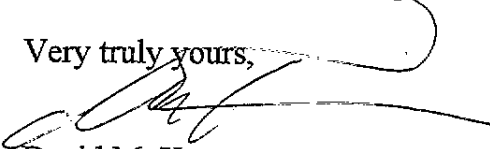
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
VARMEL BUILDERS, INC.

Dear Gentlemen:

Enclosed please find the Articles of Incorporation for **VARMEL BUILDERS, INC.** together with a check in the amount of \$70.00. Would you please be so kind as to file this corporation and return to us the second copy reflecting the filing.

Very truly yours,


David M. Krause

ARTICLES OF INCORPORATION OF
VARMEL BUILDERS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is VARMEL BUILDERS, INC. having its principal place of business at 7755 S.W. 86 Street, Suite C-202, Miami, Florida 33143.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.


ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: DAVID M. KRAUSE

REGISTERED OFFICE: 7755 S.W. 86 Street
Miami, Florida 33143

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT: DAVID M. KRAUSE

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

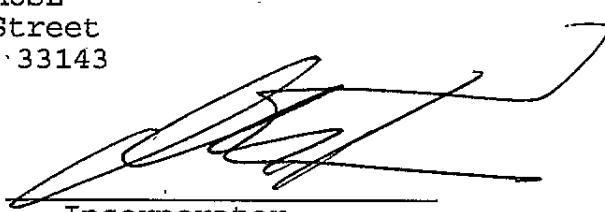
The name and address of the member of the initial Board of Directors is:

DAVID M. KRAUSE
7755 S.W. 86 Street
Miami, Florida 33143

ARTICLE VIII

The name and address of the Incorporator of these Articles Incorporation is:

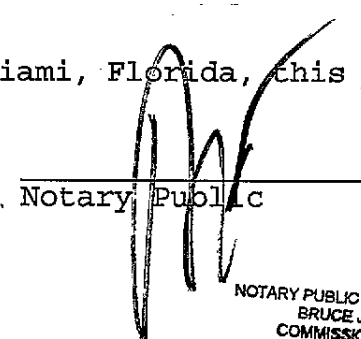
DAVID M. KRAUSE
7755 S.W. 86 Street
Miami, Florida 33143


Incorporator
David M. Krause

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID M. KRAUSE, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 2 day of October, 2000.


Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
BRUCE JAY TOLAND
COMMISSION # CC633587
EXPIRES 10/31/2001
BONDED THRU ASA 1-888-NOTARY1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA