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00 NOV -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

budmart, inc.

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

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ARTICLES OF INCORPORATION

of

BUDMART, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be BUDMART, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be c/o: ALAN B. GEST, P.A., 20801 BISCAYNE BOULEVARD, SUITE 506, MIAMI, FL 33180.

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgment of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

This instrument prepared by:
ALAN B. GEST, ESQ.
20801 Biscayne Boulevard, Suite 506
Miami, FL 33180
Florida Bar No.: 218685

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NUMBER OF SHARES AUTHORIZED	PAR VALUE	CLASS OF STOCK
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

NAME

ADDRESS

Alan B. Gest, Esq.

20801 Biscayne Boulevard
Suite 506
Miami, FL 33180

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

NAME

ADDRESS

MARK SHAPIRO

3745 N.W. 23RD COURT
BOCA RATON, FL 33431

ARTICLE VIII

The name and address of the Incorporator is:

NAME

ADDRESS

DARCY SULLIVAN

C/O: ALAN B. GEST, P.A.
20801 BISCAYNE BOULEVARD, SUITE 506
MIAMI, FLORIDA 33180

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ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation on this 7th day of November, 2000.

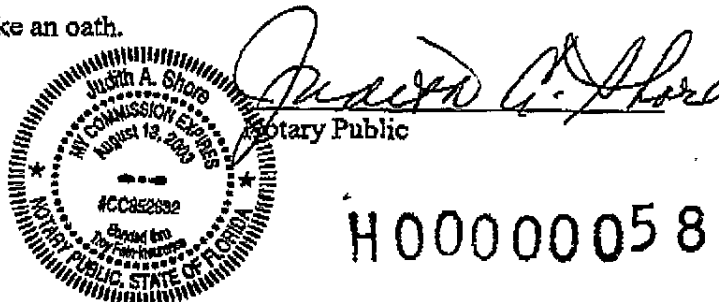

Darcy Sullivan, Incorporator

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

BEFORE ME, the undersigned authority, personally appeared, DARCY SULLIVAN, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 7th day of November, 2000, by DARCY SULLIVAN, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

My Commission Expires:



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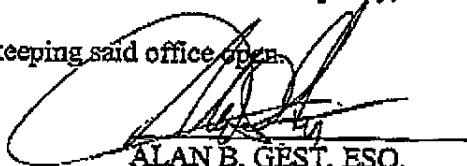
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Budmart, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named **Alan B. Gest, Esq.**, 20801 Biscayne Boulevard, Suite 506, Miami, FL 33180 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 this Act relative to keeping said office open.


ALAN B. GEST, ESQ.
Registered Agent

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

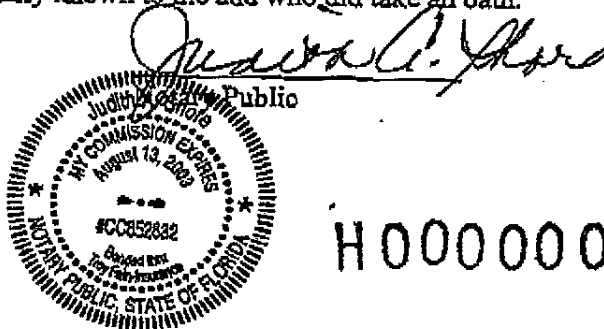
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BEFORE ME, the undersigned authority, personally appeared, **Alan B. Gest, Esq.**, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purpose therein expressed.

The foregoing instrument was acknowledged before me this 7th day of November, 2000, by **Alan B. Gest, Esq.**, who is personally known to me and who did take an oath.

My Commission Expires:



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