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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

REST-ED, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
REST-ED, INC.

The undersigned incorporator for the purpose of creating a corporation under the Florida Business Corporation Act, laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be: REST-ED, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of .0001 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Andrew S. Goldwyn, Esq., Fla. Bar # 0008583
350 Fairway Drive, Suite 101
Deerfield Beach, Florida 33441
Telephone No.: (954) 427-2430

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ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal place of business of this Corporation is 3948 N.W. Fourth Court, Deerfield Beach, Florida 33442. The initial street address of the Corporation's registered office is 3948 N.W. Fourth Court, Deerfield Beach, Florida 33442. The initial registered agent for the Corporation at that address is Gene Peters.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the Corporation be managed by the shareholders. The name and address of the initial director of this Corporation is:

GENE PETERS
3948 N.W. Fourth Court
Deerfield Beach, Florida 33442

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ARTICLE IX - INCORPORATOR

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

GENE PETERS
3948 N.W. Fourth Court
Deerfield Beach, Florida 33442

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - CONFLICT

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such Corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

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ARTICLE XII - LIABILITY

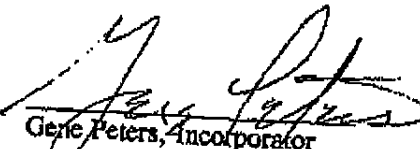
The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the board of directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 16th day of November 2000.

By:

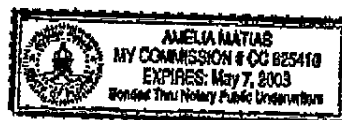

Gene Peters, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GENE PETERS, who produced his driver's license for identification, or () known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.


NOTARY PUBLIC,
State of Florida at Large
Name: _____

My Commission Expires:



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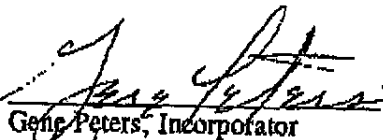
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That REST-ED, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicted in the Articles of Incorporation, at 3948 N.W. Fourth Court, Deerfield Beach, Florida 33442, has named Gene Peters as its agent to accept service of process within the State.

By:


Gene Peters, Incorporator

Dated:

11/16/00

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By:


Gene Peters, as Registered Agent

Dated:

11/16/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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