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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

HARE GUTHNER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION
HARE GUTHNER, INC..

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ARTICLE I-NAME

The name of this Corporation shall be HARE GUTHNER, INC..

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing upon the date of filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

The Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue Five Thousand (5000) shares of Common Stock with a par value of Ten (\$10.00) Dollars each share, such shares to be designated as "Common Shares".

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED AGENT AND CORPORATE OFFICE

The street address of the initial registered office of this Corporation is 2233 CALAIS DRIVE #34-B MIAMI BEACH, FL. 33141 and the name of the initial registered agent at that address is ALFRED L. GUTHNER

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director constituting the initial Board of Directors. The number of Directors of the Corporation may be increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director nor more than three (3) Director. The name and address of the initial Board of Directors of the Corporation is:

ALFRED L. GUTHNER
2233 CALAIS DRIVE #34-B
MIAMI BEACH, FL. 33141

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ARTICLE VIII INCORPORATORS
EMPIRE CORPORATE KIT

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The name and address of the Person(s) signing these Articles of Incorporation is

ALFRED L. GUTHNER
2233 CALAIS DRIVE #34-B
MIAMI BEACH, FL. 33141

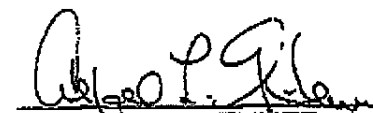
ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former Officer or Director to the full extent permitted by-law.

ARTICLE X-AMENDMENT

The Corporation reserves the right to Amend or Repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by vote of the majority of the Board of Directors, and any right conferred to shareholders of the Corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 22 day of DEC 2000

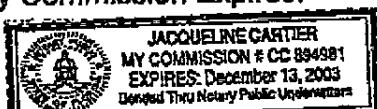

ALFRED L. GUTHNER
INCORPORATOR

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 ALFRED L. GUTHNER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed said articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of DEC 2000


NOTARY PUBLIC
My Commission Expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

HARE GUTHNER, INC.

FIRST that _____ desiring to organize under the laws of Florida, with its principal place of business AT 2233 CALAIS DRIVE #34-B MIAMI BEACH, FL. 33141, has named ALFRED L. GUTHNER, located at 2233 CALAIS DRIVE #34-B, MIAMI BEACH, FL. 33141 as its agent to accept service of process within Florida.

Dated: _____

12/22/00

Alfred L. Guthner

ALFRED L. GUTHNER
INCORPORATOR

Having been named to accept service of process for the above named 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 this proper performance of my duties.

Alfred L. Guthner

ALFRED L. GUTHNER
Resident Agent

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