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December 26, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003515802--9
-12/28/00--01056--004
*****70.00 *****70.00

Re: Abraham Shoe Shine & Repair, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee.

If you have any questions, please call us.

Sincerely,



Ana M. Curnow
Legal Assistant

FILED
00 DEC 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

lrm/abraham/corp/sec.state.ltr

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**ARTICLES OF INCORPORATION
OF
ABRAHAM SHOE SHINE & REPAIR, INC.**

ARTICLE I

Name

The name of the corporation is Abraham Shoe Shine & Repair, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 3173 Mundy Street, Coconut Grove, Florida 33133.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$0.01	common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Robert Abraham.

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TALLAHASSEE, FLORIDA

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Robert Abraham
3173 Mundy Street
Coconut Grove, Florida 33133

ARTICLE VI

Incorporator

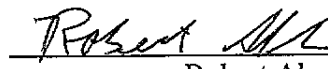
The name of the Incorporator is Robert Abraham and the address of the Incorporator is 3173 Mundy Street, Coconut Grove, Florida 33133.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

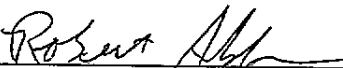
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26 day of December, 2000.



Robert Abraham,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Abraham Shoe Shine & Repair, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Robert Abraham,
Registered Agent

December 24, 2000

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00 DEC 28 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA