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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

January 5, 2001

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

VIA UPS OVERNIGHT MAIL

RE: 3389 HOLDING CORP., a new Florida corporation
OUR FILE NO.: 2000-198JM


Gentlemen:

Enclosed herein please find certificate of incorporation for 3389 Holding Corp., together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.



John J. Murphy, Esq.
JJM/lam

Enclosures

cc:

D. BROWN JAN 1 2 2001

ARTICLES OF INCORPORATION

3389 HOLDING CORP.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is **3389 HOLDING CORP.**

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 3389 Sheridan Street, Suite 131, Hollywood, FL 33021-3634.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of other corporations through the ownership of stock therein, to purchase, subscribe for acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof, to issue in exchange therefore shares of the capital stock, bonds, notes or other obligations of the Corporation and while the owner thereof to exercise all the rights powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other

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obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE **CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is and the name of its initial registered agent at such address is 3389 Sheridan Street, Suite 131, Hollywood, FL 33021-3634, Registered Agent: Douglas Williams.

ARTICLE SEVEN **DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Williams	3389 Sheridan Street, Suite 131 Hollywood, Florida 33021-3634

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Douglas Williams

3389 Sheridan Street, Suite 131
Hollywood, Florida 33021-3634

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

NAME

ADDRESS

Douglas Williams

3389 Sheridan Street, Suite 131
Hollywood, Florida 33021-3634

Executed by the undersigned on the 4 day of ^{January}~~December~~, 2000.

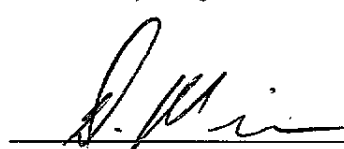
WITNESSES:



Printed Name John J. Murphy

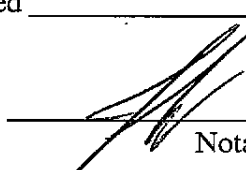

Printed Name Lynn Murphy

State of Florida
County of Broward



Douglas Williams

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Douglas Williams who is personally known to me or produced _____ as identification.



Notary Public



John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

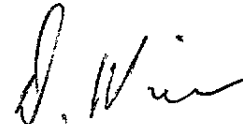
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is **3389 HOLDING CORP.**
2. The name and address of the registered agent and office is Douglas Williams, 3389 Sheridan Street, Suite 131, Hollywood, FL 33021-3634.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Douglas Williams.