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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

February 14, 2001

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-02/20/01--01047--015
*****78.75 *****78.75


Re: Filing Articles of Incorporation for **COFED MANAGEMENT GROUP, INC.**

Dear Sirs or Madames:

Please find enclosed herewith the original and two copies of the Articles of Incorporation for **COFED MANAGEMENT GROUP, INC.** I have also enclosed my firms check in the amount of \$78.75 to cover the required State of Florida filing fees. Please return the appropriate copies of the filings in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your assistance in this matter. If you need anything further, or if you have any questions or comments in connection with this request, please do not hesitate to call on me.

Very truly yours,



Frederick C. Braun, Esq.

FCB/rw
enclosures

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ARTICLES OF INCORPORATION OF SECRETARY OF STATE
COFED MANAGEMENT GROUP, INC. TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be COFED MANAGEMENT GROUP, INC.

The principal address of the corporation at the time of incorporation is 2341 N. Federal Highway, Pompano Beach, Florida 33062.

ARTICLE II. DURATION

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Nicholas Lanasa, 2341 N. Federal Highway Highway, Pompano Beach, Florida 33062.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME

ADDRESS

Nickolas Lanasa

2341 North Federal Highway,
Pompano Beach, Florida 33062

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

| NAME | ADDRESS |
|-----------------|---|
| Nickolas Lanasa | 2341 North Federal Highway, Pompano Beach, Florida 33062 |

ARTICLE VIII. PRE-EMPTIVE RIGHTS

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

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 February 14, 2001.

Incorporator



Nickolas Lanasa

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that COFED MANAGEMENT GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, has named George Mourelatos at 2341 North Federal Highway, Pompano Beach, Florida 33062, as its agent to accept service of process within Florida.

Dated: February 14, 2000.

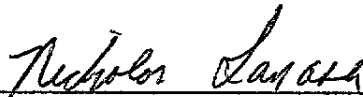


Nickolas Lanasa, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: February 14, 2001.



Nickolas Lanasa
Registered Agent

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TALLAHASSEE, FLORIDA