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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

SUDI'S SOUTHPORT, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 28 2001

ARTICLES OF INCORPORATION

OF

SUDI'S SOUTHPORT, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provisions of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: SUDI'S SOUTHPORT, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of five hundred dollars (\$500.00).

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 100 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

Prepared by: James K. Rubin, Esq.
Florida Bar No.: 0131474
1100 N.E. 163rd Street, Suite 101
Miami Beach, Florida 33162
(305) 940-7005

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MIAMI BEACH, FLORIDA

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ARTICLE VI

The street address of the principle office of the corporation shall be: 112 NE 13th Avenue, Fort Lauderdale, Florida 33301.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is at least one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Soudabeh Burnett
112 NE 13th Avenue
Fort Lauderdale, Florida 33301

ARTICLE VIII

The names and address of the first officer of this corporation is as follows:

PRESIDENT/ TREASURER:

Soudabeh Burnett
112 NE 13th Avenue
Fort Lauderdale, Florida 33301

VICE PRESIDENT/SECRETARY:

Andre Halvorsen
112 NE 13th Avenue
Fort Lauderdale, Florida 33301

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The name and address of the initial incorporator is as follows:

Soudabeh Burnett
112 NE 13th Avenue
Fort Lauderdale, Florida 33301

ARTICLE XI

The designated registered agent for this corporation and his address is as follows:

James K. Rubin
1100 NE 163rd Street, Suite 101
North Miami Beach, Florida 33162

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

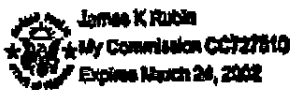
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for SUD'S SOUTHPORT, INC., this 22 day of March, 2001.



Soudabeh Burnett

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.:

BEFORE ME, the undersigned authority, this 22 day of March, 2001, personally appeared Michael Ramon Alvarez, who produced a drivers license, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for SUD'S SOUTHPORT, INC., and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 22 day of March, 2001.

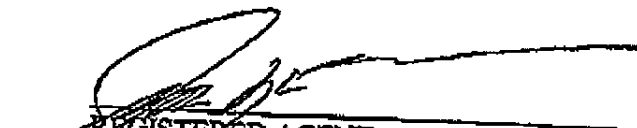



NOTARY PUBLIC, State of Florida
James K. Rubin
Printed Name

CERTIFICATE OF DESIGNATION

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 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; SUDTS SOUTHPORT, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 112 NE 13TH AVENUE, FORT LAUDERDALE, FLORIDA 33301, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING JAMES K. RUBIN AT 1100 NE 163RD STREET, SUITE 101, NORTH MIAMI BEACH, FLORIDA 33162 HAVING BEEN MADE 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


REGISTERED AGENT
JAMES K. RUBIN

3-27-01
DATE

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TALLAHASSEE, FLORIDA

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