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Reed and Company
CERTIFIED PUBLIC ACCOUNTANTS

399 W. PALMETTO PARK ROAD • SUITE 206
BOCA RATON, FLORIDA 33432
(561) 368-9518
FAX (561) 368-9519
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S. HOWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

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*****70.00 *****70.00

July 23, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: VERDI'S OF BOCA, INC.


Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for Verdi's of Boca, Inc., along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered
399 W. Palmetto Park Rd., #206
Boca Raton, FL 33432
Attn: Randall H. Reed, CPA

Yours very truly,



Randall H. Reed, CPA

RHR:bep

Enc.

FILED
01 JUL 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-31-01
WC

ARTICLES OF INCORPORATION

OF

VERDI'S OF BOCA, INC.

FILED
01 JUL 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: Verdi's of Boca, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: Royal Palm Plaza, Suite 78, 502 Via De Palmas, Boca Raton, FL 33432

ARTICLE VII

This Corporation shall have one director, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is: Vasken Wassilian, Royal Palm Plaza, Suite 78, 502 Via De Palmas, Boca Raton, FL 33432

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or

are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director of directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anyway interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anyway interested.

ARTICLE X

The name and address of the incorporator of this Corporation is:
Randall H Reed, 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.

ARTICLE XI

The name and address of the registered agent of this Corporation is:
Randall H. Reed, 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of July, 2001

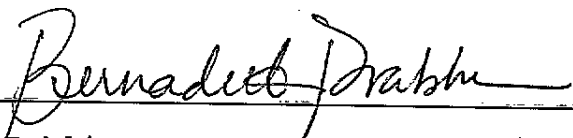


Incorporator

STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

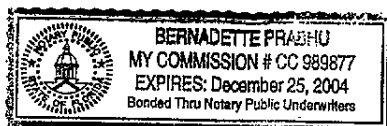
Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared Randall H. Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of July, 2001



Notary Public
State of Florida at Large

My Commission expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
01 JUL 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is: 399 W. Palmetto Park Rd., Suite 206, Boca Raton, FL 33432.



Randall H. Reed