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LAW OFFICES
WILLIAM J. MCPHARLIN
A PROFESSIONAL ASSOCIATION

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

TELEPHONE (954) 566-8893 FAX (954) 566-8869

August 6, 2001

FEDERAL EXPRESS - 8282-1227-8198

Secretary of State Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

Re:

1870 Corporation

Gentlemen:

Enclosed is the original and one copy of the Articles Of Incorporation referencing the above corporation, this firm's check in the amount of \$70.00 representing the filing fee and a stamped addressed envelope for return of the stamped copy to this office.

If you have any questions concerning the above, please do not hesitate to contact me.

Yours very truly.

William-J. McPharlin

WJM/bb

Enclosures

ARTICLES OF INCORPORATION

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<u>OF</u>

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

1870 CORPORATION

The undersigned, for the purpose of forming a corporation pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles Of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is: 1870 CORPORATION.

ARTICLE II - TERM OF EXISTENCE

The duration of the Corporation is perpetual, unless sooner voluntarily dissolved according to law, and the existence of the Corporation commences at the time of subscription and acknowledgment of these Articles Of Incorporation on July 25, 2001, provided that these Articles Of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such subscription and acknowledgment, and in the event these Articles Of Incorporation are not filed by the Department of State within such period, the corporate existence shall commence upon the filing of the Articles Of Incorporation by the Department of State.

ARTICLE III - PURPOSE AND POWERS

The general purposes for which the corporation is organized are:

(1) To buy, sell, exchange, lease, mortgage, or otherwise acquire or dispose of real or personal property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interest in any manner that may be necessary, useful, or advantageous for the purposes of the Corporation.

- (2) To transact any other lawful business for which corporations may be incorporated under the Florida General 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 foregoing business.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish such purposes.

ARTICLE IV - STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock. Such shares shall be of a single class, and shall have no par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is 3015 North Ocean Boulevard, Suite 122, Fort Lauderdale, FL 33308.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3015 North Ocean Boulevard, Suite 122, Fort Lauderdale, FL 33308 and the name of its initial registered agent at such address is William J. McPharlin.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall

never be less than one (1).

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation as incorporator is: William J. McPharlin.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 25th day of July, 2001.

William J. McPharlin

STATE OF FLORIDA)

COUNTY OF BROWARD)

Sworn to and subscribed before me this 25th day of July, 2001 by William J. McPharlin.

NOTARY PUBLIC

Personally Known OR Produced Identification Type of Identification Produced

BRENDA L. BEIL

NOTARY PUBLIC - STATE OF FLORIDA

COMMISSION # CC873659

EXPIRES 9/22/003

3QNDED THRU ASA 1-854-NOTARYA

CERTIFICATE DESIGNATING THE ADDRESS AND THE AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for 1870 Corporation at the place designated in its Articles Of Incorporation, I agree to act is this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: July 25, 2001

William J. McPharlin