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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.
HOLDING CORP.**

Certificate of Status	0
Certified Copy	0
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G. BULLOCK DEC 10 2001

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOLDING CORP.

I, the undersigned, being of legal age and a natural person, do hereby acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be:

HOLDING CORP.
10420 SW 77th Avenue
Miami, FL 33156

ARTICLE II - DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved, according to the law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Voting Common

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James E. McCaffrey	10420 SW 77 th Avenue Miami, FL 33156

[Prepared By: LARRY NONES, P.A.
1985 N.W. 88th Court - Suite 201
Miami, FL 33172 (305) 471-0777]

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

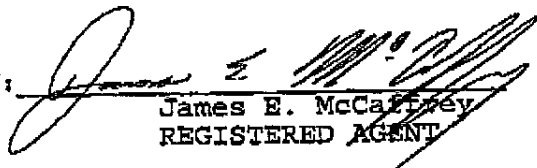
FIRST: That Holding Corp. is qualified to do business under the laws of the State of Florida with its principal office at 10420 SW 77th Avenue, Miami, FL 33156, and has appointed:

James E. McCaffrey of 10420 SW 77th Avenue, Miami, FL 33156 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY:


James E. McCaffrey
REGISTERED AGENT

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