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ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW
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ADAM R. SCHIFFMAN

December 13, 2001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 14 AM 7:32

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

RE: CITY TO CITY, INC.

Dear Sir or Madam:

EFFECTIVE DATE
12-13-01

Enclosed for filing is the original and one copy of the Articles of Incorporation for CITY TO CITY, INC.

Enclosed also is my client's check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed Federal Express envelope, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,


ADAM R. SCHIFFMAN

ARS:sk
encls.

F. CHESSER DEC 17 2001

ARTICLES OF INCORPORATION

OF

CITY TO CITY, INC.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

EFFECTIVE DATE

12-13-01

CITY TO CITY, INC.

The Corporation's address is:

101 North Riverside Drive, #119W
Pompano Beach, Florida 33062

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ARTICLE II

DURATION

The corporation shall commence its existence on December 13, 2001, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman, Esquire
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Ms. Linda Smith
101 North Riverside Drive, #119W
Pompano Beach, Florida 33062

Mr. Walter Blackburn
101 North Riverside Drive, #119W
Pompano Beach, Florida 33062

ARTICLE VIII

INITIAL OFFICERS

The name, address and office of the initial Officers of the corporation are:

Ms. Linda Smith
101 North Riverside Drive, #119W
Pompano Beach, Florida 33062
President/Treasurer

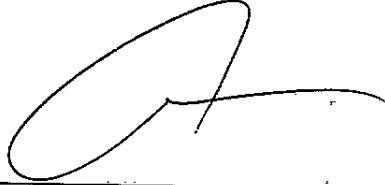
Mr. Walter Blackburn
101 North Riverside Drive, #119W
Pompano Beach, Florida 33062
Vice President/Secretary

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of December, 2001.



ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 13th day of December, 2001.



ADAM R. SCHIFFMAN

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 14 AM 7:32

STATE OF FLORIDA

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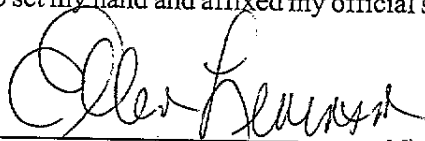
: SS.

COUNTY OF MIAMI-DADE

:

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of CITY TO CITY, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 13th day of December, 2001.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

