

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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EFFECTIVE DATE
12/18/01

FLORIDA PROFIT CORPORATION OR P.A.**CITY OFFSET, INC.**

Certificate of Status	0
Certified Copy	1
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G. BULLOCK DEC 21 2001

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:
CITY OFFSET, Inc.

Article II. Address

The Corporation's mailing address is:
811 NE 125 Street
North Miami Beach, FL 33161

EFFECTIVE DATE
12/18/01

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Valneta Banks
811 NE 125 Street
North Miami Beach, FL 33161

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Valneta Banks

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street
Wilmington, DE 19801
800-441-5940

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Article V. Capital Stock

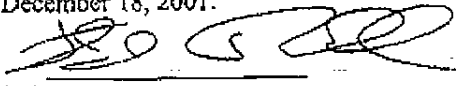
The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:
Jeff Tindall
1220 Market Street
Suite 606
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 18, 2001
The undersigned incorporator executed these Articles of Incorporation on December 18, 2001.


Jeff Tindall
Incorporator

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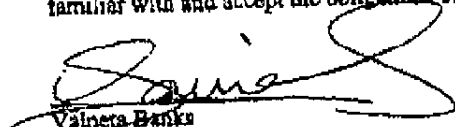
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
CITY OFFSET, Inc.

REGISTERED AGENT/OFFICE

Valnera Banks
811 NE 125 Street
North Miami Beach, FL 33161

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Valnera Banks
Date: 12/18/01

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