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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 : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FLORIDA PROFIT CORPORATION OR P.A.**PAXTON & ASSOCIATES INTERNATIONAL, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PAXTON & ASSOCIATES INTERNATIONAL, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PAXTON & ASSOCIATES INTERNATIONAL, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 5301 NE 207th Street, #2503, Aventura, FL 33180.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South,
Hollywood, FL 33021, Phone: (954)966-2112

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

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

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

James Paxton
5301 NE 207th Street, #2503
Aventura, FL 33180

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

James Paxton
5301 NE 207th Street, # 2503
Aventura, FL 33180

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14th day of February, 2002.


JAMES PAXTON
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That PAXTON & ASSOCIATES INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5301 NE 207th Street, # 2503, City of Aventura, State of Florida, has named MITCHELL F. GREEN, located at 4000 Hollywood Boulevard, # 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

JAMES PAXTON

TITLE: Incorporator

DATE: 2-14-02

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

MITCHELL F. GREEN

Registered Agent

DATE: 2-14-2002

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