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MORTON H. SILVER

Attorney at Law

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Miami Floride 33159
Ph: (305) 871-8030
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February 22, 2002

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

Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

Privileged & Confidential

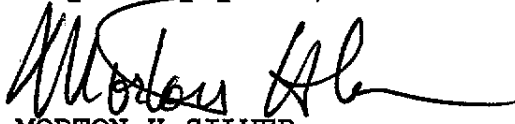
In re: Registration of EBW OF HOMESTEAD, INC.

Dear Mr. Kassees:

Enclosed please you will find duly executed articles for the
above corporation, together with a check in the sum of \$78.75
to cover the costs of registering same.

Thank you very much.

~~Very truly yours,~~



MORTON H. SILVER

MHS:gn
encl.
Sent priority mail

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES of INCORPORATION
of
EBW OF HOMESTEAD, INC.

The undersigned incorporators under these Articles of Incorporation, in order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

EBW OF HOMESTEAD, INC.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation is organized is:

(a) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street and mailing address of the initial principal office of the corporation is: 16010 S.W.207 Ave., Miami, Florida 33187.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 100 shares of no par value, capital stock.

ARTICLE 6- The street address of the initial registered office of the corporation is 16010 S.W.207 Ave., Miami, Florida 33187.; and the name of its initial registered agent at such address is: Elizabeth Wilson.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By-Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


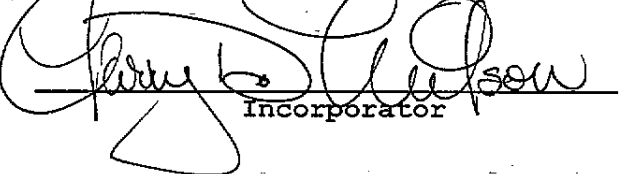
Name: Elizabeth Wilson
Address: 16010 S.W.207 Ave., Miami, Florida 33187.

Name: Larry D. Wilson
Address: 16010 S.W.207 Ave., Miami, Florida 33187.

ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Elizabeth Wilson
Address: 16010 S.W.207 Ave., Miami, Florida 33187.

Name: Larry D. Wilson
Address: 16010 S.W.207 Ave., Miami, Florida 33187.


Incorporator

Incorporator

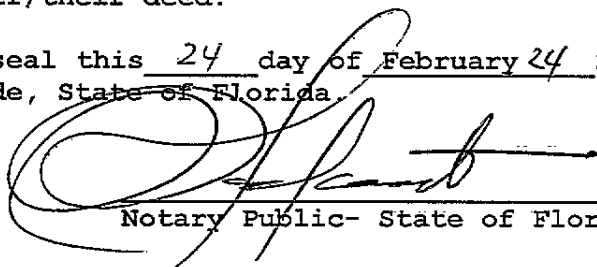
STATE OF FLORIDA:

Acknowledgment

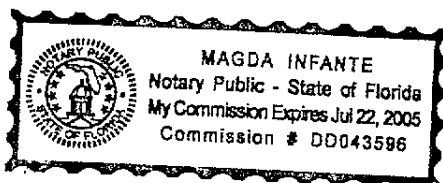
COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Elizabeth Wilson, to me well known as the person(s) described as Incorporator(s) in the above Articles of Incorporation, and acknowledged it to be his/her/their deed.

WITNESS my hand and seal this 24 day of February 24 2002 at City of Miami, County of Dade, State of Florida.


Notary Public- State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

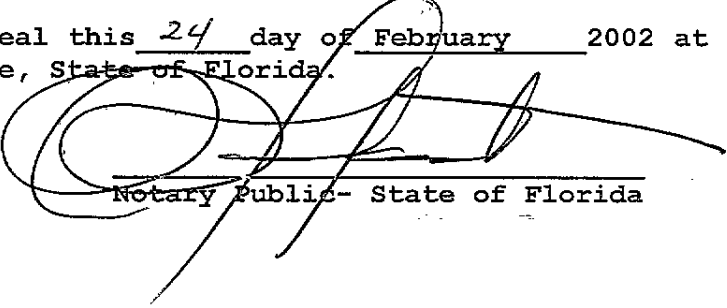
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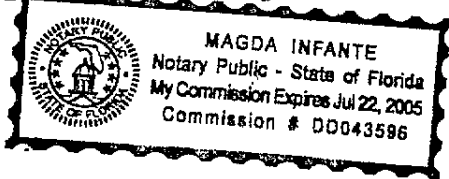
COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Iago D. Wilson, to me well known as the person(s) described as Incorporator(s) in the above Articles of Incorporation, and acknowledged it to be his/her/their deed.

WITNESS my hand and seal this 24 day of February 2002 at City of Miami, County of Dade, State of Florida.


Notary Public- State of Florida

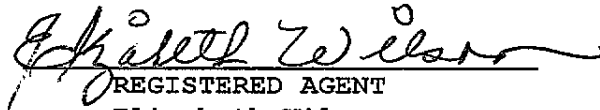
My Commission Expires:



REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: February 22, 2002.



REGISTERED AGENT

Elizabeth Wilson

16010 S.W. 207 Ave.

Miami, Florida 33187.