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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

off the wall, inc.

Certificate of Status	0
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H 02000091011**ARTICLES OF INCORPORATION****OF****OFF THE WALL, INC.****FILED**
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TALLAHASSEE, FLORIDA

⑤

The undersigned, acting as (a) incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation shall be **OFF THE WALL, INC.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

Number. The aggregate number of shares of stock that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital Stock of the corporation.

Prepared by:
IRVIN R. SHUPACK, ESQ.
7471 W. Oakland Park Blvd., #102
Lauderhill, FL 33319
Florida Bar No. 0234461
Telephone: (954) 749-72

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No classes of Stock: The shares of the corporation are not to be divided into classes.

No share in Series: The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial Principal Office of the corporation is 7770 W. Oakland Park Blvd., Suite 240, Sunrise, FL 33351, and the name of the initial REGISTERED AGENT is MITCHELL J. RAUSHER at 7770 W. Oakland Park Blvd., Suite 240, Sunrise, FL 33351.

SIXTH: The initial Board of Directors of this corporation shall consist of 2 members who need not be a resident of the State of Florida or shareholder of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as Officers and Board of Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

JOHN BIVELACQUE
PRESIDENT/SECRETARY/TREASURER/DIRECTOR
7770 W. Oakland Park Blvd., Suite 240, Sunrise, FL 33351

MITCHELL J. RAUSHER
VICE PRESIDENT/DIRECTOR
7770 W. Oakland Park Blvd., Suite 240, Sunrise, FL 33351

EIGHTH: The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

NAME	ADDRESS	SHARES
JOHN BIVELACQUE	7770 W. Oakland Park Blvd. Suite 240 Sunrise, FL 33351	51%
MITCHELL J. RAUSHER	7770 W. Oakland Park Blvd. Suite 240 Sunrise, FL 33351	49%

NINTH: An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

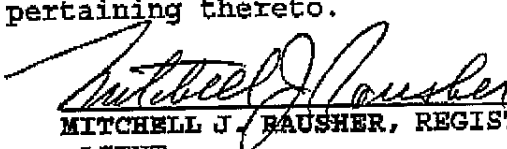
TWELFTH: The address of the principal office is: 7770 W. Oakland Park Blvd., #240, Sunrise, FL 33351.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

FOURTEENTH: This corporation will be registering under the Sub Chapter S status.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MITCHELL J. RAUSHER, REGISTERED
AGENT

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Broward County, Florida, on the 17 day of APRIL, 2002.


MITCHELL J. RAUSHER, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) SS:
 COUNTY OF BROWARD)

The Foregoing Instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 17th day of APRIL, 2002, by MITCHELL J. RAUSHER, who is personally known to me, and who did not take an oath.

My Commission Expires:


 Notary Public

IRVIN R. SHUPACK, ESQ.
 Print Notary Name



Irvin R. Shupack
 MY COMMISSION # CC764711 EXPIRES
 November 21, 2002
 BONDED THROUGH TROY FARM INSURANCE, INC.

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