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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

02 MAY -7 AM 10:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

apd international liquidators, corp.

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J. SMITH MAY 08 2002

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**⑤ ARTICLES OF INCORPORATION
OF
APD INTERNATIONAL LIQUIDATORS CORP.**

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

APD INTERNATIONAL LIQUIDATORS CORP.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is:

599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

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ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 share having an individual par value of \$-1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

GUSTAVO HERNANDEZ
599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

ARTICLE VII

The name and address of the initial board of director(s) shall be:

MIGUEL HARRIS
599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

GUSTAVO HERNANDEZ
599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

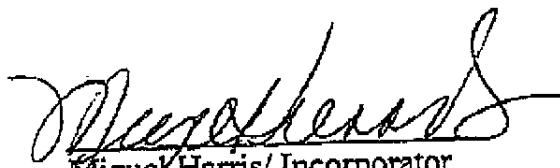
ARTICLE VIII

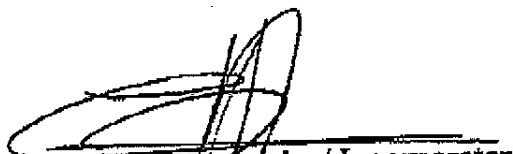
The name and address of the incorporator executing these Articles of Incorporation is:

MIGUEL HARRIS
599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

GUSTAVO HERNANDEZ
599 RACQUET CLUB ROAD, #65
WESTON, FL 33326

The undersigned has executed these Articles of Incorporation this ____ day of _____, 20____.


Miguel Harris/ Incorporator

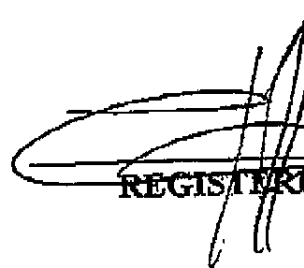

Gustavo Hernandez/ Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

APD INTERNATIONAL LIQUIDATORS CORP.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATON AT THE PLACE DESIGNATED IN THE ARTICLES OF INCROPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPANY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

SECRETARY OF STATE
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