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SANDLER & SANDLER
ATTORNEYS AT LAW

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -6 PM 4: 56

A. M. SANDLER (1904-75)
M. L. SANDLER

April 30, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300005463819--3
-05/06/02--01119--012
*****78.75 *****78.75

Re: *Incorporation of Dye-Pro Corporation*

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Dye-Pro Corporation together with our check in the amount of \$78.75 for fees for filing, registered agent and return of a certified copy.

Thank you for your assistance.

Very truly yours,

Martin Sandler
Martin L. Sandler

enclosures

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M. Sandler GAVE

AUTHORIZATION BY PHONE TO

CORRECT add principal add

DATE 5-9-02

DOC. EXAM. for

729 INGRAHAM BUILDING 25 S.E. SECOND AVENUE MIAMI, FLORIDA 33131
TELEPHONE (305) 379-6655 FACSIMILE (305) 379-6040

5-9-02
for

(F)

ARTICLES OF INCORPORATION
OF DYE-PRO CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation is DYE-PRO CORPORATION.

25 SE 2ND AVE STE 729 MIAMI, FL 33131

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation shall have the power to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under section 1244 of the Internal Revenue Code.

ARTICLE V

The street address of the initial registered office of the corporation is Suite 729, 25 SE Second Avenue, Miami, FL 33131 and the name of the initial registered agent of this corporation at that address is Martin L. Sandler.

ARTICLE VI

The corporation shall initially have one Director which may be increased or diminished by the bylaws but shall never be less than one.

The name and address of the initial Director :

Alexander Perez
6771 NW 37th Court
Miami, FL 33147

ARTICLE VII

The name and address of the person signing these articles is:

Alexander Perez
6771 NW 37th Court
Miami, FL 33147

ARTICLE VIII

The name and address and office of the initial officer of this corporation is:

Alexander Perez, President
6771 NW 37th Court
Miami, FL 33147

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE X

The corporation shall indemnify any current or former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 16th day of April, 2002.



Alexander Perez

I hereby accept designation as resident agent for DYE-PRO CORPORATION


Martin L. Sandler

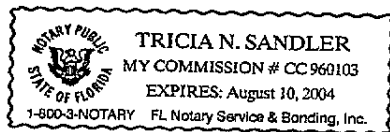
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TALLAHASSEE, FLORIDA


02 MAY -6 PM 4:57

State of Florida :
:SS
County of Miami-Dade :

BEFORE ME THE UNDERSIGNED authority personally appeared Alexander Perez known to me and known to me to be the person who executed the foregoing Articles of Incorporation. He exhibited to me identification and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS THEREOF I have hereunto set my hand and seal this 16th day of April, 2002.




Notary Public, State of Florida

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