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Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMFIRE CORPORATE KIT COMPANY

Account Number: 072450003255
Phone: (305)634-3694
Fax Number: (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

audy's place too, inc.

| Certificate of Status | 0 |
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| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

8/21/02 1:43 PN Et: Et 2005-12;5000

OZAUGZI AM 8:24 TALLANASSEE FLORIDA ARTICLES OF INCORPORATION



OF

AUDY'S PLACE TOO, INC.

ARTICLE I

The name of this Corporation shall be:

AUDY'S PLACE TOO, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida; including, but not limited to the owning of stock in other corporations.

ARTICLE ПП

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 (one thousand) Shares of Stock. The shares of stock authorized shall be Common Stock having a par value of \$1.00 (one dollar) per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND CORPORATE OFFICE ADDRESS

The Registered Agent for the purpose of complying with Florida law shall be AUDELIO LLERENA at

> 317 S.W. 6 STREET FORT LAUDERDALE, FL 33315

and the principal post office address of the corporation shall be

317 S.W. 6 STREET FORT LAUDERDALE, FL 33315

ARTICLE V

This Corporation shall have perpetual existence

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ARTICLE VI

PRE-EMPTIVE RIGHTS

All Stockholders of AUDY, SPLACE TOO, INC. shall have the right to acquire additional shares of this Corporation to maintain their percentage of ownership prior to any additional shares being issued to others.

ARTICLE VII

BOARD OF DIRECTORS

The number of the Board of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

The name and post address of each of the First Board of Directors:

NAME

<u>ADDRESS</u>

AUDELIO LLERENA

317 S.W. 6 STREET FORT LAUDERDALE, FLORIDA 33315

MICHAEL RICCI

6389 SHERIDAN STREET HOLLYWOOD, FLORIDA 33024

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE IX

INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

NAME

ADDRESS

AUDELIO LLERENA

317 S.W. 6 STREET FORT LAUDERDALE, FLORIDA 33315

ARTICLE X

THE UNDERSIGNED Incorporator, AUDELIO LLERENA. for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

AUDELIO LLERENA

I, AUDELIO LLERENA, ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION. And give my address as:

AUDELIO LLERENA 317 S.W. 6 STREET FORT LAUDERDALE, FL 33315

AUDELIO LLERENA

STATE OF FLORIDA) SS

COUNTY OF BROWARD

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared AUDELIO LLERENA, who being personally known by me as the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he freely executed said Articles of Incorporation and the Certificate of Designation of REGISTERED AGENT.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida
this _______ day of AUGUST, 2002



JOSEPH A. KREUTLE

ZO.9 JATOT

AUDY'S PLACE TOO, INC.



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: AUDY'S PLACE TOO, INC.
- 2. The name and street address of the registered agent and office is:

AUDELIO LLERENA 317 S.W. 6 STREET FORT LAUDERDALE, FL. 33315

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY 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.

AUDELIO LLERENA