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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : L20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

LEWIS CLEARWATER CORP

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
LEWIS CLEARWATER CORP.**

I, ROBERT DORFMAN, the undersigned incorporator of this corporation, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is LEWIS CLEARWATER CORP.

ARTICLE II

Purpose And Nature Of Business

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III

Duration Of Corporation

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of \$1.00 par value stock.

ARTICLE V

Initial Capital Contribution

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100.00) and 00/100 Dollars.

ARTICLE VI

Subscribers

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Robert Dorfman	6431 Cow Pen Road, Miami Lakes, FL 33014	49
Ari Meltzer	6431 Cow Pen Road, Miami Lakes, FL 33014	51

ARTICLE VII

Directors

The initial number of directors of this corporation shall be two (2). The number of directors may not be increased or decreased.

ARTICLE VIII

Initial Board Of Directors

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State

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of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Dorfman, President, Treasurer and Director	6431 Cow Pen Road Miami Lakes, FL 33014
Ari Meltzer, Executive Vice-President, Secretary, Director	6431 Cow Pen Road Miami Lakes, FL 33014

ARTICLE IX

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Initial Registered Office And Agent

The street address of the initial principal office of this corporation is 6431 Cow Pen Road, Miami Lakes, FL 33014 and the name of the initial Registered Agent of this corporation is Stok &

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Associates, P.A., c/o Robert A. Stok, Esquire whose address is 2875 Northeast 191st Street, Suite 304, Aventura, Florida 33180.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Additional Rights And Powers

The corporation shall have the further right and power to:

A. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. The stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of

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Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

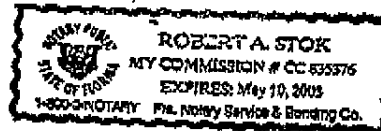
DATED this _____ day of October, 2002.

Robert Dorfman
Robert Dorfman

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this ____ day of October, 2002, by ROBERT DORFMAN, who personally appeared before me at the time of notarization, and who is personally known to me or produced identification in the form of _____ and who did take an oath.

Robert A. Stok
Notary Public, State of Florida
My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

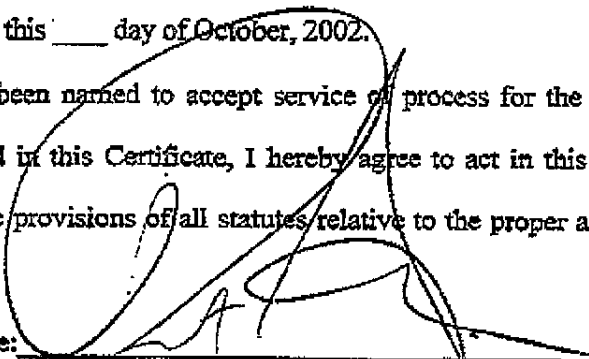
IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, that ROBERT DORFMAN desires to organize or qualify under the laws of the
State of Florida with its principal place of business in the State of Florida, have named, as its agent
Stok & Associates, P.A. c/o Robert A. Stok, Esquire whose address is 2875 Northeast 191 Street,
Suite 304, Aventura, Florida 33180 to accept service of process within Florida.

Signature: 
ROBERT DORFMAN

DATED this ___ day of October, 2002.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Signature: _____
ROBERT A. STOK, ESQ., Registered Agent
STOK & ASSOCIATES, P.A.

DATED this 3rd day of October, 2002.