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To:
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Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

38 OFF CORP.

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

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**ARTICLES OF INCORPORATION
OF
38 OFF CORP.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is: **38 OFF CORP.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

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.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be Five Thousand (5,000) shares of common stock having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the Shareholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent of the Corporation will be John A. Margolis, Esquire, who by execution of these Articles of Incorporation, agrees to accept Service of Process for the Corporation as required by law. The initial registered office of the Corporation in the State of Florida will be: Suite 330, 9990 S.W. 77th Avenue, Miami, FL 33156-2699. The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

This instrument prepared by:
John A. Margolis, Esq.
Suite 330, 9990 S.W. 77th Avenue
Miami, FL 33173
Fla. Bar no: 174756
(305) 595-1911

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ARTICLE VI: INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business shall be: Suite 330, 9990 S.W. 77 Avenue, Miami, FL 33156. The Board of Directors may from time to time move the principal place of business to any other address in the State of Florida.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one (2) Directors initially. The number of Directors may be either increased or decreased from time to time as provided by the by-laws. The name and street address of each person who is to serve as a member of the initial Board of Directors is:

Robert A. Schreiber 890 South Dixie Highway, Coral Gables, Florida 33146
Frederick R. Kohly 890 South Dixie Highway, Coral Gables, Florida 33146

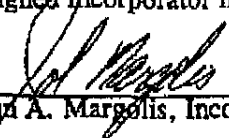
ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: John A. Margolis, Esq., Suite 330, 9990 S.W. 77th Ave. Miami, Florida; 33156-2699.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal any provision or provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st, day of May 2003.



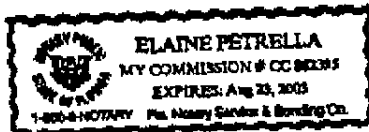
John A. Margolis, Incorporator

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged before me this 21st day of May 2003, by John A. Margolis, who is personally known to me.



Notary Public, State of Florida



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

38 Off Corp. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Suite 330, 9990 S.W. 77 Avenue, Miami, FL 33156; has named JOHN A. MARGOLIS, located at Suite 330, 9990 S.W. 77th Ave., Miami, FL 33156-2661, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT

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 further agree to comply with the provisions of said act relative to keeping open said office.

By: *J. Margolis*
Registered Agent

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TALLAHASSEE, FLORIDA

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