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Florida Department of State
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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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

pdq tidewater managers corp.

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ARTICLES OF INCORPORATION
OF
PDQ TIDEWATER MANAGERS CORP.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

PDQ Tidewater Managers Corp.

ARTICLE II
NATURE OF CORPORATE BUSINESS

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 III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board

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of Directors.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Marc Birnbaum, P.A.
1031 Ives Dairy Road, Suite 228
Miami, Florida 33179

The Corporation's principal office shall be:

1250 East Hallandale Beach Boulevard
Suite 904
Hallandale, Florida 33009

ARTICLE V

BOARD OF DIRECTORS

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

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Paul Cleeman	1250 East Hallandale Beach Boulevard Suite 904 Hallandale, Florida 33009

Daniel Abramson

1250 East Hallandale Beach Boulevard
Suite 904
Hallandale, Florida 33009

ARTICLE VII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Marc Birnbaum	1031 Ives Dairy Road Suite 228 Miami, Florida 33179

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


_____(SEAL)
Marc Birnbaum

(Notary Acknowledgment contained on following page)

TOTAL P.05

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 9th
day of December, 2003 by MARC BIRNBAUM who is personally known to me.



Shelley R. Mathews
Commission # CC 928959
Expires May 23, 2004
Bonded Through
Atlantic Bonding Co., Inc.

Shelley R. Mathews
NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and
agrees to comply with the provisions of law applicable to said DESIGNATION.

Marc Birnbaum, P.A.

Date

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