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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

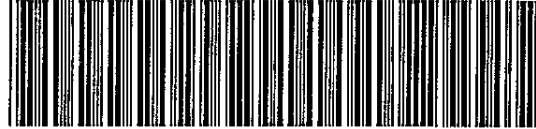
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

02/20/04

SARAH STEINBAUM

A Professional Association

44 W. Flagler Street, Suite 2175

Miami Florida 33130

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SARAH STEINBAUM

Attorney At Law • Trial Lawyer

February 18, 2004

Via Express Mail
Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ashcan, Inc.

Dear Sir or Madam:

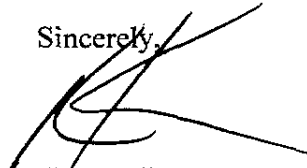
Enclosed for filing please find the following documents to incorporate the above-referenced entity:

1. Articles of Incorporation
2. Certificate of Registered Agent

Enclosed is a check in the amount of \$87.50 which represents the filing fee, in addition to sums necessary for a certified copy of the Certificate of Status.

Thank you for your assistance in this matter, and please do not hesitate to contact us if you have any questions.

Sincerely,



Kim Kolback

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Ashcan, Inc.

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Ashcan, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both 4925 Collins Avenue, Miami Beach, FL 33140.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Sarah Steinbaum, P.A. The street address of the corporation's initial registered agent office is 44 West Flagler Street, Suite 2175, Miami, Florida 33130.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Kim Kolback, Esquire, Of Counsel, Sarah Steinbaum, P.A., 44 West Flagler Street, Suite 2175, Miami, Florida 33130.

ARTICLE IX

BYLAWS

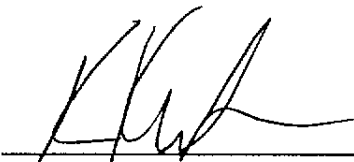
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and/or any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of February, 2004.



Kim Kolback, Esq.

CERTIFICATE OF REGISTERED AGENT

OF

ASHCAN, INC.

Pursuant to the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Ashcan, Inc., desiring to organize under the laws of the State of Florida, has named Sarah Steinbaum, P.A., c/o Sarah Steinbaum Esq, 44 West Flagler Street, Suite 2175, Miami, FL 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 19th day of February, 2004.

SARAH STEINBAUM, P.A.

By: _____

Sarah Steinbaum as President



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA