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Florida Department of State
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QUEUED

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

FLORIDA PROFIT CORPORATION OR P.A.

bruce lipp, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

BRUCE LIPP, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

BRUCE LIPP, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

20 Island Avenue, Suite 1401
Miami Beach, FL 33139

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	100	\$ 1.00

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ARTICLE V

The amount of capital this corporation will begin business with is:

ONE HUNDRED DOLLARS (\$100.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successors are chosen shall be:

BRUCE A. LIPP
20 Island Avenue, Suite 1401
Miami Beach, FL 33139

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

BRUCE A. LIPP
President/Secretary/Treasurer
20 Island Avenue, Suite 1401
Miami Beach, FL 33139

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

BRUCE A. LIPP
20 Island Avenue, Suite 1401
Miami Beach, FL 33139

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

I, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 24th day of May 2005 and do declare it to be true and correct.

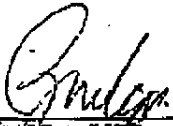


BRUCE A. LIPP
20 Island Avenue, Suite 1401
Miami Beach, FL 33139

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ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, BRUCE A. LIPP a natural person with an address of 20 Island Avenue, Suite 1401 Miami Beach, FL 33139, do hereby accept the appointment of Registered Agent of BRUCE LIPP, INC. on this 24th day of May 2005.



BRUCE A. LIPP
20 Island Avenue, Suite 1401
Miami Beach, FL 33139

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2005

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