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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

2005 JUL 20 A 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ALL POINTS ENTERPRISES CORPORATION

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7-21-05

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Prepared By: Martin Scheinkman, CPA
18 NE 2nd Avenue
Dania, FL 33004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

All Points Enterprises Corporation

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201 FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is, and shall be: All Points Enterprises Corporation

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in consulting and any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at \$1.00 par value.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of these Articles of Incorporation, by the Department of State.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 710 SE 3rd Lane, Dania Beach, FL 33004.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of Directors serving on the initial Board of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial board of Directors shall be two (2) and the name and address of the persons whom are to serve as members thereof, is as follows:

<u>Name</u>	<u>Address</u>
Michael J. Chebuske	710 SE 3rd Lane Dania Beach, FL 33004
Kathy L. Chebuske	710 SE 3rd Lane Dania Beach, FL 33004

ARTICLE VIII - OFFICERS

The officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of who shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify all directors, officers or authorized agents of the Corporation who is a party of is threatened to be made a party to any litigation or legal proceeding, whether civil or criminal, administrative or investigative, arising from the fact that such person is a director, officer or authorized agent of the Corporation, against all expenses, attorney's fees, (including appellate proceedings), judgements, fines and, subject to obtaining the prior written consent of the corporation, amounts paid in settlement as well as costs reasonably incurred by him or her in connection with such litigation or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals are exhausted of is such appeal is not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was lawful, and (b) such court also determines specifically tat indemnification should be denied under the underlying circumstances giving rise to such proceedings. The termination of any action, suit or proceeding by judgement, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a person seeking indemnification did not act in good faith and in a manner which he or

she reasonably believed to be in the best interest of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was not unlawful.

B. Expenses. To the extent that a director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article IX, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses including attorneys' fees actually and reasonably incurred by him or her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a written undertaking by or on behalf of the proposed indemnitee to repay such amount unless it shall be ultimately determined that such proposed indemnitee is entitled to be indemnified by the corporation as authorized in this article IX.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under any by-law agreement, corporate resolution, vote of the shareholders or otherwise, and such rights of an indemnitee shall also inure to his or her heirs and personal representatives.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation, or who is serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability arising by virtue as his or her acting in such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such a person directly under this Article IX.

F. Amendment. Anything to the contrary contained herein notwithstanding, the provisions of the Article IX may not be amended without the approval in writing of all persons whose interests at the time the amendment is proposed would be adversely affected by such amendment.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is as follows:

NAME OF INCORPORATOR
Martin Scheinkman, CPA

ADDRESS
18 NE 2nd Ave
Dania Beach, FL 33004.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 20th day of July, 2005.

Martin Scheinkman, CPA, Incorporator

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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Martin Scheinkman, CPA, incorporator, to me well known and known by me to be the individuals described in and whom executed the foregoing Articles of Incorporation, and they has acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 20th day of July, 2005.



Charles Howell
Commission #DD370089
Expires: Dec 23, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Charles Howell
NOTARY PUBLIC
Charles Howell
PRINTED NAME OF NOTARY PUBLIC

My commission expires:

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 ALL POINTS ENTERPRISES CORPORATION, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF DANIA BEACH, STATE OF FLORIDA, HAS NAMED
MARTIN SCHEINKMAN, CPA, 18 NE 2nd AVE, DANIA BEACH, FLORIDA 33004, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature] REGISTERED AGENT
TITLE REGISTERED AGENT
DATE 7/20/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ORGANIZATION, 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 [Signature]
MARTIN SCHEINKMAN, CPA REGISTERED AGENT
DATE 7/20/05