

P95000001880

LAW OFFICES
CRAIG T. DOWNS, P.A.
ATTORNEY AT LAW
300 BEVELLA AVENUE, SUITE 300
CORAL GABLES, FLORIDA 33134

OF COUNSEL
EDUARDO A. CANAL

TELEPHONE (305) 444-8226
TELECOPIER (305) 444-8775

January 4th, 1994

Florida Department of State
Corporate Records
409 East Gaines Street
Tallahassee, Fl. 32314

COMMUNICATIONS SECTION
-01/06/94-011056-001
***122.50 ***122.50

Dear New Filing Section,

Enclosed please find the Articles of Incorporation for POKEE, INC., along with a check for \$122.50 for the various fees.

Should you have any questions, please do not hesitate to contact the undersigned. Thank you.

Sincerely,

Lisa Acosta

Lisa Acosta,
Paralegal,
Craig T. Downs, Esquire

FILED
95 JAN-6 PM 12:40
TALLAHASSEE, FLORIDA

BROWN JAN - 9 1995

ARTICLES OF INCORPORATION
OF
POKEE, INC.

FILED
JUL 5 1962
MILWAUKEE, WIS.

ARTICLE I - NAME

The name of the corporation is POKEE, INC.

ARTICLE II - DURATION

The Duration of the corporation is perpetual.

ARTICLE III - PURPOSE

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

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One thousand (1,000) all of which shall be common shares with a par value of one cent (.01).

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE VII - PRINCIPAL

The street address of the initial principle office of the corporation is 13840 LAKE SUCCESS PLACE, MIAMI LAKES, FL. 33014.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

JACKIE DOWNS

13840 LAKE SUCCESS PLACE
MIAMI LAKES, FL. 33014

ARTICLE IX - REGISTERED AGENT

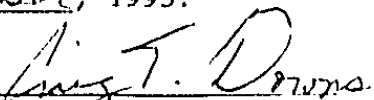
The name of the initial registered agent is Craig T. Downs, Attorney at Law, located at 300 Sevilla Ave., Suite 305, Coral Gables, Fl. 33134.

ARTICLE XII - INCORPORATOR

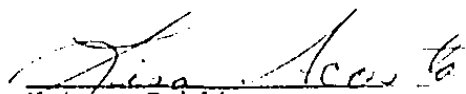
The name and address of the incorporator is:

CRAIG T. DOWNS 300 SEVILLA AVE.,
SUITE 305
CORAL GABLES, FL.
(305) 444-8226

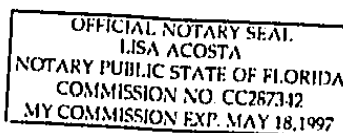
EXECUTED by the undersigned at Miami, Dade County, Florida
this 4th day of December, 1995.


CRAIG T. DOWNS

SWORN TO and SUBSCRIBED before me this 4th day of
December, 1995 at Miami, Dade County, Florida.

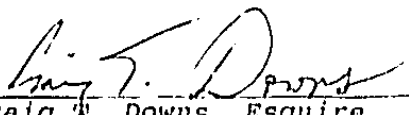

Notary Public
State of Florida at Large

My Commission Expires:



ACCEPTANCE

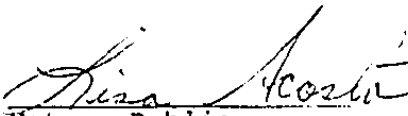
Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open said office.


Craig T. Downs, Esquire

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared CRAIG T. DOWNS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of December, 1995.


Notary Public,
State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL LISA ACOSTA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC287342 MY COMMISSION EXP. MAY 18, 1997

FILED
95 JUN -6 PM 12:41
NOTARY PUBLIC FLORIDA