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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135-
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COLEKAP CORP.
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THIS INSTRUMENT PREPARED BY:
JULIAN R. BENJAMIN, ESQUIRE
FLORIDA BAR NO. 005093
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

11-95

ARTICLES OF INCORPORATION

OF

ColeKap Corp.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

ColeKap Corp.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Fl 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JULIAN R. BENJAMIN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

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ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is JULIAN R. BENJAMIN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 11th day of January, 1995.


JULIAN R. BENJAMIN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

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JULIAN R. BENJAMIN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 11 day of January, 1995.

Odaly Licea

Notary Public, State of
Florida at Large

My Commission Expires:



ODALYS LICEA
MY COMMISSION # 00 19919 EXPIRES
NOVEMBER 7, 1995
BONDED THRU TROY FARM INSURANCE, INC.

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ColeKap Corp.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT ColeKap Corp. IS DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED
JULIAN R. BENJAMIN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD,
CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

Signature: _____

JULIAN R. BENJAMIN

Title: _____

Subscriber

Date: _____

1/11/95

Having been named to accept services of process for the above
stated corporation, 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: _____

JULIAN R. BENJAMIN

(Registered Agent)

Date: _____

1/11/95

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