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STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRI-COUNTY ACQUISITIONS, INC.

FAX AUDIT NUMBER: H95000000878

CURRENT STATUS: REQUESTED

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DESIGN OF CORPORATION

95 JAN 23 PM 2:30

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TO DIV CORP ELT F1 P.12

JAN-23-1995 14:04 FROM EMPIRE

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of director may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Glenn R. Mee
517 S.W. First Avenue
Fort Lauderdale, FL 33301

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Michael J. Cohen, 517 S.W. First Avenue, Fort Lauderdale, FL 33301.

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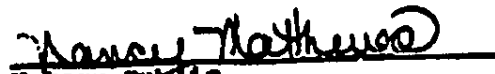
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 23rd day of January 1995.

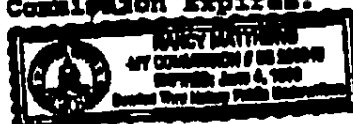

MICHAEL J. COHEN

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by MICHAEL J. COHEN, who is personally known to me or had produced a _____ D/A _____ as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January 1995.


Nancy Matthews
Notary Public
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT TRI-COUNTY ACQUISITIONS, INC., a corporation organizing
under the laws of the State of Florida, has named GLENN R. MEE as
its Registered Agent to accept service of process within this
State, whose registered office is located at 517 S.W. First Avenue,
Fort Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



GLENN R. MEE
517 S.W. First Avenue
Fort Lauderdale, FL 33301

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