

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

csc networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 530874 10928A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : January 26, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 530874

CUSTOMER NO: 10928A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE

Suite 206
1881 University Drive
Coral Springs, FL 33065

RECEIVED 12:00 PM
01/26/95
***122.50 ***122.50

DOMESTIC FILING

NAME: ALL STATE SALES CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL

95 JAN 26 11:20 AM

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ARTICLES OF INCORPORATION

OF

ALL STATE SALES CORP.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

ALL STATE SALES CORP.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

8230 Cassia Drive
Boynton Beach, Florida 33437

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The name and post office address of the member of the first Board of Directors is:

LYNDA FELD
8230 Cassia Drive
Boynton Beach, FL 33437

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

LYNDA FELD
8230 Cassia Drive
Boynton Beach, FL 33445

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

LYNDA FELD
8230 Cassia Drive
Boynton Beach, FL 33437

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.

IN WITNESS WHEREOF, I the undersigned subscribing
incorporator, and designated registered agent, have herunto set
my hand and seal for the purpose of forming this corporation
under the laws of the State of Florida, and I hereby make,
subscribe, acknowledge, and file in the office of the Secretary
of State these Articles of Incorporation and certify that the
facts herein stated are true, all this 25th day of
JANUARY, 1995.

I hereby accept and am familiar with the duties of being
registered agent.

Lynda Feld
Incorporator and Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

I HEREBY CERTIFY that on this date before me, the
undersigned authority, personally appeared LYNDA FELD,
who, after being duly sworn by me on oath, acknowledged that she
executed the foregoing Articles of Incorporation for the purposes
expressed therein, and she acknowledged that she is a natural
person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 25th day of
JAN, 1995.

Hal M Spitalonis
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Hal M Spitalonis
Notary Public STATE OF FLORIDA
My Comm Exp 11/11/95
BONDED