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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
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(((H95000001973)))
NAME: ALLEN, KAYE, DAVID & STEVENS, INC.
FAX AUDIT NUMBER: H95000001973
DATE REQUESTED: 02/17/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:02:46
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ALLEN, KAYE, DAVID & STEVENS, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is: **ALLEN, KAYE, DAVID & STEVENS, INC.**

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ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

19390 Collins Avenue
Suite 1202-A
Miami Beach, Florida 33160

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one class of common stock having a par value of \$1.00 per share.

MICHAEL J. SNYDER, P.A.
1799 N.E. 164th Street
North Miami Beach, Florida 33162
FLA. BAR NO.: 253998

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is:

19390 Collins Avenue
Suite 1202-A
Miami Beach, Florida 33160

and the name of the initial registered agent of this corporation is:

David Kaye

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time as provided for by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

David Kaye
19390 Collins Avenue
Suite 1202-A
Miami Beach, Florida 33160

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

David Kaye
19390 Collins Avenue
Suite 1202-A
Miami Beach, Florida 33160

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ARTICLES IX - BY-LAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Laws.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17th day of February, 1995.

David Kaye
DAVID KAYE, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

BEFORE ME, personally appeared DAVID KAYE, identified by his Florida Driver's License to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of February, 1995.

Maria R. Figueroa
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires Notary Public, State of Florida
My Comm. Exp. Apr. 24, 1995
Bonded thru RICHARD Ins. Agency.

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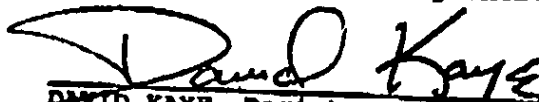
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**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I heraby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



DAVID KAYE, Registered Agent

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