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(((H95000002612))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 3701-0000
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FADE TO GREEN, INC.
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TALLAHASSEE, FLORIDA

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Prepared By:
Ellen Kracoff, Esq.
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CERTIFICATE OF INCORPORATION

OF

FADE TO GREEN, INC.

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation.

ARTICLE II: NAME & PRINCIPAL OFFICE

The name and principal office of the corporation are as follows:

FADE TO GREEN, INC.
916 N.E. 30 Avenue
Ft. Lauderdale, Florida 33304

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes: to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

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ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ROBERT J. RUSSOTTO
916 N.E. 20 Avenue
Ft. Lauderdale, Florida 33304

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) director at any time. The name and office address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
<u>ROBERT J. RUSSOTTO</u>	<u>916 N.E. 20 Avenue</u> <u>Ft. Lauderdale, Florida 33304</u>

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

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ARTICLE VI: INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>ROBERT J. RUSSOTTO</u>	<u>216 N.W. 20 Avenue</u> <u>St. Lauderdale, Florida 33104</u>

ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder (s) is subject to this reservation.

ARTICLE VIII: COMMENCEMENT DATE

Corporate existence will commence on date Article of Incorporation are filed with the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporators for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.



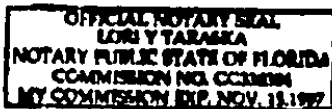
ROBERT J. RUSSOTTO (seal)

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STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally ROBERT J. RUSSOTTO, to me known to be the person (s) described as Incorporator(s) in the foregoing Articles of Incorporation and have acknowledge before me that they have executed said Articles of Incorporation.

WITNESS MY HAND and official seal at the County and State
aforementioned, this 7 day of March, 1995



Lori Y. Taraska
Notary Public
State of

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT

FOR SERVICE OF PROCESS

Pursuant to Chapter 487.091, Florida Statutes, the undersigned hereby designated ROBERT J. RUSSOTTO whose address is 1225 N.E. 17 Way, Ft. Lauderdale, Florida 33304, as its Registered Agent to accept service of process with the State.

[Signature]
ROBERT J. RUSSOTTO (Seal)

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THE UNDERSIGNED hereby accepts the foregoing designation
as Registered Agent for service of process with the State of
Florida, and agrees to comply with the provisions of the law
applicable to said designation.


ROBERT J. RUSSO (Seal)

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TALLAHASSEE, FLORIDA

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