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April 4, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Verde Industries, Inc.  
Articles of Incorporation

Gentlemen:

Enclosed herewith are the originals and one copy of Articles of Incorporation for the above-referenced name. I have enclosed a check in the amount of \$122.50 as your fee for same.

Thank you for your attention to this matter, and if you have any questions or concerns regarding the foregoing, please do not hesitate to contact me.

Sincerely yours,

*Marc R. Gaylord*  
Marc R. Gaylord, Esquire

MRG/jmd  
Enclosures

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5/1/95

**ARTICLES OF INCORPORATION  
FOR  
VERDE INDUSTRIES, INC.**

FILED  
55 APR - 5 12 01  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is:

**VERDE INDUSTRIES, INC.**

**ARTICLE II**

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are:

To engage in any activity of business permitted under the laws of the United States and of this State.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

#### ARTICLE IV

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

#### ARTICLE V

The initial street address of this corporation is 1561 S. Congress Avenue, Suite 151, Delray Beach, FL 33445

#### ARTICLE VI

This corporation shall have perpetual existence.

#### ARTICLE VII

This corporation shall have one (1) directors initially. The number of directors may be increased or may be diminished from time to time by the By-Laws adopted by the stockholders; but shall never be less than one (1).

#### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and subscribers are:

Name	Address
Bruce Berger	2090 Park Court Boca Raton, Florida 33486

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved

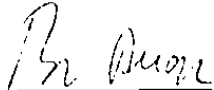
at a meeting of the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement and manifest their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X

This corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, in Palm Beach County, State of Florida, has named BRUCE BERGER, 2029 Park Court, Boca Raton, Florida 33486 as its Registered Agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the revisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

IN WITNESS WHEREOF, The undersigned, the sole members of the original Board of Directors and subscribers have hereunto set our hands and seals this 4th day of April, 1995, for the purpose of forming this corporation to do

business both within and without the State of Florida, and pursuant to the laws of the State of Florida for corporations, do make and file in the Office of the Secretary of State these Articles of Incorporation and certify that the facts herein are true.

  
\_\_\_\_\_  
BRUCE BERGER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments and administer oaths, in the State and County aforesaid, personally appeared, BRUCE BERGER known to me as the sole original member of the first Board of Directors and Subscriber who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 4th day of April, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



MARC R. GAYLORD  
My Comm Exp. 10/13/97  
Bonded By Service Inc  
No. CC323275  
My Comm. No. 11000 L.B.