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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PEM BELL ENTERPRISES, INC.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby subscribe and form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: PEM BELL ENTERPRISES, INC.

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, including, but not limited to: import, export and transportation.

ARTICLE III - CAPITAL STOCK

The maximum amount of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, which shares shall have the par value of \$1.00.

This Instrument Prepared By: MICHAEL HURSEY, P.A.
305 South Andrews Avenue #701
Ft. Lauderdale, FL 33301
Florida Bar No. 457698
(305) 779-1880

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ARTICLE IV - VOTING POWERS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - DIRECTORS

The initial directors of this corporation are as follows:

LOUIS E. HUMPHREYS

DOREEN E. HUMPHREYS

This corporation shall have two (2) Directors initially. the number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). Said Directors specifically named above shall hold office for the first year of the corporation's existence, or until a successor(s) is elected and has been duly qualified.

ARTICLE VI - OFFICERS

The following individuals shall constitute first officers of this corporation:

LOUIS E. HUMPHREYS	President
DOREEN E. HUMPHREYS	Vice President
LOUIS E. HUMPHREYS	Secretary
LOUIS E. HUMPHREYS	Treasurer

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ARTICLE VII - INITIAL ADDRESS

The initial address of the corporation shall be 9931 S.W. 14th Street, Pembroke Pines, Florida 33026. Said corporation shall have the right and privilege of establishing, operating, and doing business in such other counties of the State of Florida and in such other states of the United States and foreign countries, as the Board of Directors may from time-to-time order and establish.

ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent is: Louis E. Humphreys, 9931 S.W. 14th Street, Pembroke Pines, Florida 33026.

ARTICLE IX - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing these Articles.

ARTICLE X - INITIAL SUBSCRIBERS

The name and street address of each subscriber to these Articles of Incorporation, and the number of shares of stock which each agreed to take are as follows:

LOUIS E. HUMPHREYS 9931 S.W. 14th Street Pembroke Pines, FL 33026	51	\$1.00 Par Value
DORRAN E. HUMPHREYS 9931 S.W. 14th Street Pembroke Pines, FL 33026	49	\$1.00 Par Value

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IN WITNESS WHEREOF, We have hereunto set our hands and seal,
acknowledged and filed the foregoing Articles of Incorporation under the Laws of the
State of Florida this 7th day of February, 1996.

Louis E. Humphreys
LOUIS E. HUMPHREYS

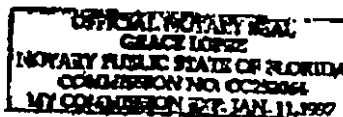
Doreen E. Humphreys
DOREEN E. HUMPHREYS

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LOUIS E.
HUMPHREYS and DOREEN E. HUMPHREYS, to me personally known or provided
the following form of identification Passports, and
who executed the foregoing Articles of Incorporation, and they acknowledged before
me individually that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this
7th day of February, 1996.

Grace Lopez
Notary Public
State of Florida at Large
My Commission Expires:



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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the duty and responsibility to act in this capacity.

Louis E. Humphreys
LOUIS E. HUMPHREYS

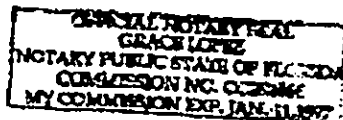
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LOUIS E. HUMPHREYS, to me personally known or provided the following form of identification Passport, and who executed the foregoing, and acknowledged before me individually that he did the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of February, 1935.

Grace Lopez
Notary Public
State of Florida at Large
My Commission Expires:



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