

LAW OFFICES

Anthony Carbone, P.A.
P45000036659

May 1, 1995

FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations
Tallahassee, Florida 32314

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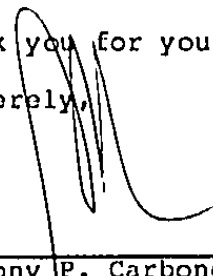
RE: Articles of Incorporation of: C.O.D. Corp.

Enclosed please find original and one copy of Articles of Incorporation for the above named Florida Corporation. Also enclosed is my check in the amount of \$122.00, representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 35.00
Registered Agent Fee	\$ 52.50
Total	\$ 122.50

Thank you for your attention to this matter.

Sincerely,



Anthony P. Carbone, Esq.

APC/ar
Encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

C.O.D., CORP.

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

C.O.D., CORP.

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of The United States of America and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is 1,000 shares of Common Stock, having a par value of \$ 1.00 each.

ARTICLE VI. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ANTHONY CARBONE, ESQUIRE
c/o ANTHONY CARBONE, P.A.
612 N.W. 12th AVENUE
MIAMI, FLORIDA 33136

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address: Delvis Alvarez, 4909 S.W. 74th Court, Miami, Florida 33155,

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor elected or appointed and ~~was~~ qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Delvis Alvarez
4909 S.W. 7th Court
Miami, Florida 33155

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation, this

Delvis Alvarez

STATE OF FLORIDA)

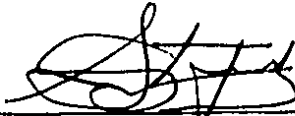
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements
in the State and County set forth above, personally appeared

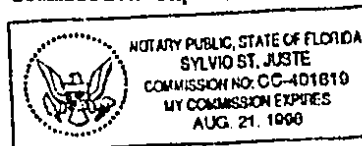
DELVIS ALVAREZ

known to me to be the person described in and who executed the foregoing
Articles of Incorporation, and ^{he} acknowledged before me that ^{he}
executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this


NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



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DIVISION OF CORPORATIONS
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

That C.O.D., CORP.,
desiring to organize under the laws of the State of Florida, with
its principle office, indicated in the Articles of Incorporation,
at 4909 S.W. 7th COURT, MIAMI, FLORIDA 33155

has named: ANTHONY CARBONE, ESQUIRE
c/o ANTHONY CARBONE, P.A.
612 N.W. 12th AVENUE
MIAMI, FLORIDA 33136
as its Agent to accept service of process.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.


REGISTERED AGENT

A.P. CARBONE, 639

5/2/95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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P95000036659



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

C.O.D., CORP.
4909 SW 7TH COURT
MIAMI, FL 33155

SUBJECT: C.O.D., CORP.
Ref. Number: P95000036659

Debit Memo #: 13596-A

This is to inform you that check #1070 in the amount of \$225.00 submitted with the annual report for C.O.D., CORP. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 15, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 996A00038861

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for C.O.D., CORP., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of October 25, 1996 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P95000036659.

P95000036659

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-fifth day of October, 1996



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State