POR FLAGLER ST 1492 W SUITE 200 FLORIDA 409 EAST GAINES STREET MTAMT FL 33136-CONTACT: RAY STORMONT TALLAHASSEC, FL 02000 FAX: (904) 922-4000 PHONE: (305) 541-3694 FAX: (305) 541-3770 DOCUMENT TYPE: (((BB00000068B))) FLORIDA PROFIT CORPORATION OR P.A. NAME: APLE & APPLE, INC. FAX AUDIT NUMBER: H95000005688 CURRENT STATUS: REQUESTED TIME REQUESTED: 10:30:20 CERTIFICATE OF STATUS: 0 DATE REQUESTED: 05/22/1995 CERTIFIED COPIES: 1 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 5 ACCOUNT NUMBER: 072450003255 ESTIMATED CHARGE: \$122.50 Note: Planse print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the fax Audi number on the top and bottom of all pages of the document. (((H98000005688))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND (CR): Halo F1 Option Manu F2 NUM CAPS Connect: 00:29

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FLORIDA DEPARTMENT OF STATE Saudra B. Miretham Secretary of State

May 22, 1995

EMPIRE CORPORTE KIT COMPANY

MIAMI, FL

SUBJECT: APPLE & APPLE, INC.

REF: W95000010767

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The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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6 pages



FLORIDA DEPARTMENT OF STATE Sandra B. Moetham Secretary of State

May 23, 1995

EMPIRE CORPORTE KIT COMPANY

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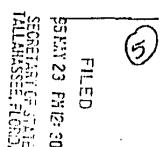
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



ARTICIES OF INCORPORATION

OF

APPLE & APPLE. INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICIA I

The name of this corporation shall be APPLE 4 APPLE and the initial address of this corporation shall be 525 N.W. 27th Ave., Suite 208, Miami, PL 33123.

ARTICLE II

This corporation may engage in any activity or business parmitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thorsof, and the characteristics of such stock shall be as follows:

Number of Shares Authorised . Par Value Per Share Claus of Stock

100

\$1.00

Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This document was prepared by:

Richard K. Stanton, Esquire WORLD TRADE CENTER 80 S.W. 8 St., Suite 2180 Miami, FL 33130 Florida Har No. 438987 305-38/-8505

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(305) 381-8505

ARTICLE V

The initial registered office of this corporation shall be WORLD TRADE CENTER, 80 S.W. 8 St., Suite 2180, Mismi, FL 33130, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard K. Stanton, Esquire.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Alfredo B. Chiu, President, 2130 S.W. 14 Terr., Apt. 2, Miami, FL 33145.

ARTICLE VILL

The name and address of the Incorporator in Alfredo E. Chiu, Prosident, 2130 S.W. 14 Terr., Apt. 2, Miami, Fr. 33145.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pseumiarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecumiarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so director or officer of such other corporation, or not so

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interneted.

ARTICLE_X

The private property of the stockholders shall not subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and Insure its officers and directors to the fullset extent permitted by law either now or thursafter.

Alfredo B. Chiu Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this & day of he or who has produced a driver's license as identification and who did (did not) take an oath.

NOTARY PUBLIC

My commission expires:



OFFICIAL SEALI LEGYPORE J. Shapird My Semminator Expired May 20, 1996 Comm. No. 00 200009

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H9500000568

CHRTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MANING AGRET UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that APPLE & APPLE, INC. desiring to organize under the laws of the State of Florida, has named Richard K. Stanton, WORLD TRADE CENTER, 80 S.W. 8 St., Suite 2180, Miami, FI. 33130 of Dade County, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Alchard K. Stanton

Dated this 18/4 day of

May

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5 HAT 23 PM I2: 30 ECRETARY OF STATE LLAHASSEE, FLORIDA