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LAW OFFICE
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ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION
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May 22, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: KNOCK'EM DEAD, INC.

200001498462
-05/24/95--01076--016
****122.50 ****122.50

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed corporation.

Also enclosed is check number 1108 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees and costs for certified copy.

Please prepare a certified copy of the Articles of Incorporation, endorse your approval thereon, and return the certified copy to the undersigned.

If, for any reason, the enclosed documents are insufficient to issue a charter for the proposed corporation, PLEASE CALL COLLECT.

Sincerely,

Richard B. Sabra

RICHARD B. SABRA, ESQ.

RBS/kh
Encls.

cc: Knock'Em Dead, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 3:58
5/30/95

95 MAY 24 PM 3:58

ARTICLES OF INCORPORATION
OF

KNOCK'EM DEAD, INC.

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is KNOCK'EM DEAD, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 5760 Rock Island Road, Unit No. 333, Tamarac, Florida 33319. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.


Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is ERIKA S. MORSE, 5760 Rock Island Road, Unit No. 333, Tamarac, Florida 33319.

Article VII - Incorporator

The name and address of the incorporator is: ERIKA S. MORSE, 5760 Rock Island Road, Unit No. 333, Tamarac, Florida 33319.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of May, 1995.



ERIKA S. MORSE

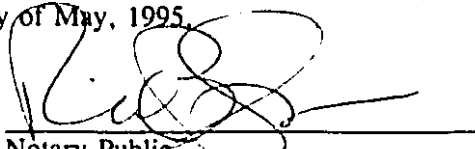
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared ERIKA S. MORSE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 19 day of May, 1995.


Notary Public

My Commission Expires:



RICHARD B. SABRA
MY COMMISSION # CC385994 EXPIRES
AUGUST 21, 1998 (SEAL)
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of KNOCK'EM DEAD, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 19 day of May, 1995


ERIKA S. MORSE