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((H95000000/642)) DOCUMENTABLE ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (804) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000000/642))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUB-VENTURES, INC.
FAX AUDIT NUMBER: H95000007642 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/11/1995 TIME REQUESTED: 09.01:07
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255
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ENTER SELECTION AND <CR>:
Help F1 Option Menu F2 NUM CAPS Connect: 00:02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

July 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SUB-VENTURES, INC.
REF: H95000013868

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAX PAGES 2 AND 3.

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

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000007642
Letter Number: 295A00033236

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

JUL-11-1996 08:17 AM FROM FLORIDA

TO

19049224000

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H95000007642
ARTICLES OF INCORPORATION

OR
SUB-VENTURES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the state of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SUB-VENTURES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: **930 PRAIRIE Rose LANE
BOCA RATON, FLORIDA 33487**

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

Prepared by: To have perpetual succession by its corporate name;
KIM MARKS, CPA To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
1550 BISCAYNE BLVD. To have a corporate seal, which may be al red at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Miami, FL
33181

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(305) 895-5815

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ATTORNEY STATE
LAKEWOOD, FLORIDA
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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.161;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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TO transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

TO have and exercise all powers necessary or convenient to effect its purposes;

TO indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of this corporation to the full extent as permitted by Florida Statute 5607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of shares, having an individual par value of

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial registered Agent of this corporation shall be:

JOHN FISCHER, 330 PRAIRIE Rose LANE,
BOCA RATON, FLORIDA, 33487

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

JOHN FISCHER, 330 PRAIRIE Rose LANE,
BOCA RATON, FLORIDA 33487

JUL-11-1996 00110 FROM EMPIRE

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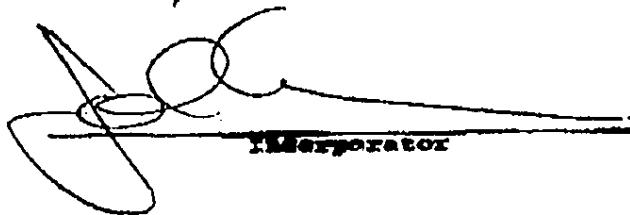
H950000076 42

ARTICLE VIII

The name and address of the incorporator executing these
Articles of Incorporation is:

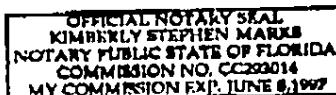
JOHN FISCHER
330 PRAIRIE ROSE LANE
BOCA RATON, FLORIDA 33487

The undersigned has executed these Articles of Incorporation
this 7th day of July, 1996.



Incorporator





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JUL-11-1995 08:19:16 FROM DRAFTS

TO

1904922000 P.D.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

I, John F. Schaefer,
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the articles of incorporation hereinafter set forth,
located at Boca Raton, County of Palm Beach,
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

John F. Schaefer
Registered Agent

s

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 11 PM 4:52

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