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Robert D. Schwartz, Esq.
9096 Pines Springs Drive
Boca Raton, Florida 33428

September 13, 1995

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*****70.00 *****70.00

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

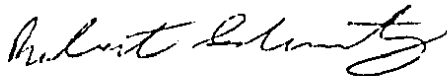
Re: South Florida Promotions, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is an application for reservation of a corporate name and a check in the amount of \$ 70, representing the fees for filing.

Thank you for your assistance in this matter.

Sincerely,



Robert D. Schwartz

enclosure

FILED
95 SEP 18 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

907
9-19-95

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA PROMOTIONS, INC.

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

SOUTH FLORIDA PROMOTIONS, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 22320 S.W. 57th Circle, Boca Raton, Florida 33428.

The name and address of the initial Registered Agent of the corporation is Robert D. Schwartz, 9096 Pines Springs Drive, Boca Raton, Florida 33428.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is Frank Ferrara, 22320 S.W. 57th Circle, Boca Raton, Florida 33428.

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is: Frank Ferrara, 22320 S.W. 57th Circle, Boca Raton, Florida 33428.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:


The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT:

The corporation reserves the right to amend or repeal any

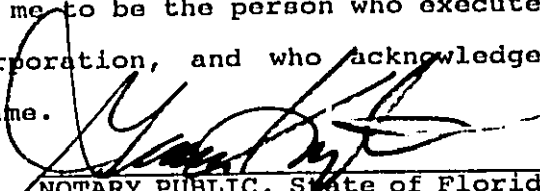
provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of SEPTEMBER, 1995.

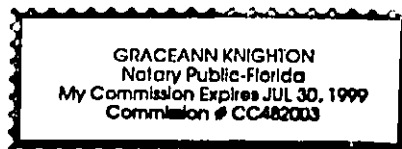

F. FERRARA
FRANK FERRARA, director
22320 S.W. 57th Circle
Boca Raton, Florida 33428

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgement in the State and County aforesaid, personally appeared FRANK FERRARA, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.


NOTARY PUBLIC, State of Florida
at Largo.

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
95 SEP 18 AM 8:32
CLERK OF DISTRICT COURT
STATE OF FLORIDA

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That South Florida Promotions, Inc. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Boca Raton, County of Palm Beach, State of Florida, has named Robert D. Schwartz, located at 9096 Pinos Springs Drive, Boca Raton, Florida 33428, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.


ROBERT D. SCHWARTZ
Resident Agent

Dated: