

1/12/96

FLORIDA DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATION

DEPARTMENT OF REVENUE

1482 W. PALMER ST.

STATE OF FLORIDA

SUITE 200

100 EAST GANES STREET

MIAMI FL 33135

TALLAHASSEE FL 32308

CONTACT: RAY STORMONT

PHONE: (305) 841-3094

FAX: (305) 841-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SCHUBERT ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000000591

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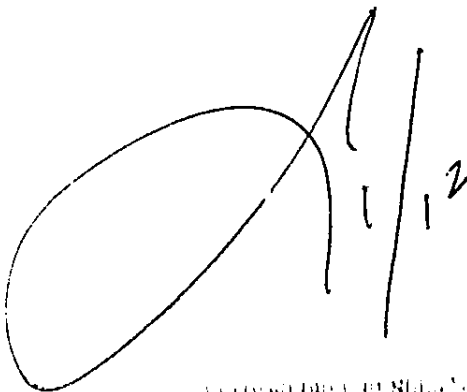
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EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SCHUDERT ENTERPRISES, INC.**

EFFECTIVE DATE 1-11-96

(6)

ARTICLE I - NAME

The name of the corporation is: SCHUDERT ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

RANDY M. GOLDBERG, ESQUIRE
1776 North Pine Island Road, Suite 118
Plantation, Florida 33322 Tel: (305) 474-2001
Florida Bar No: 045167

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k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for SCHUBERT ENTERPRISES, INC. is 8200 Southwest 4th Street, North Lauderdale, Florida 33068.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

RANDY M. GOLDBERG, ESQUIRE
1776 Pine Island Road
Suite 118
Plantation, Florida 33322
Telephone (305) 474-2001

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

ADDRESS

Charles R. Schubert

8200 Southwest 4th Street
North Lauderdale Florida 33068

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Charles R. Schubert
8200 Southwest 4th Street
North Lauderdale, Florida 33068

ARTICLE IX - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of January, 1996.

Charles R. Schubert
CHARLES R. SCHUBERT

H96000000591

STATE OF FLORIDA) SS.
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged
before me this 11 day of March, 1996 by CHARLES R.
SCHUBERT, who is personally known to me / or who has produced the
foregoing identification Driver's License
and who did / did not take an oath.

NOTARY PUBLIC
STATE OF FLORIDA

Name:



RANDY MARK GOLDEN IV
My Commission CO-6399 26
Expires Feb 07 1999
Bonded by ANA
900-562-6678

My Commission expires:
Commission No:

H96000000591

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

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That SCHUBERT ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Broward County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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


**RANDY M. GOLDBERG
REGISTERED AGENT**

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96 JAN 12 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WEISSMAN & GREENBLATT, P.A.

HAROLD WEISSMAN
LYON J. GREENBLATT

ATTORNEYS AT LAW

HARVEY L. ROBINSON, P.A.
OF COUNSEL
RANDY M. GOLDBERG, P.A.
OF COUNSEL

Prudential Plaza
1776 NORTH PINN ISLAND ROAD
SUITE 118
PLANTATION, FLORIDA 33322

(954) 474-2001
FAX: (954) 474-5311

October 22, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Schubert Enterprises, Inc.
Dissolved Corporation

400001987994--5
-10/29/96--01042--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed with this correspondence, please find Articles of Dissolution of Schubert Enterprises, Inc. dissolving the corporation.

Should you require any further information, please do not hesitate to contact the undersigned.

Very truly yours,


Iris Silverstone, Legal Assistant to
RANDY M. GOLDBERG, ESQUIRE

Is:is
enclosure

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96 OCT 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
SCHUBERT ENTERPRISES, INC.

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is SCHUBERT ENTERPRISES, INC.

12th SECOND: Dissolution of the Corporation was authorized on the day of October, 1996.

THIRD: The number of votes cast by the shareholders for dissolution was sufficient for approval.

Signed this 12th day of October, 1996.

Chuck Schubert
Chuck Schubert, as President of
Schubert Enterprises, Inc.

FILED
96 OCT 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY:

RANDY M. GOLDBERG, ESQUIRE
1776 N. PINE ISLAND ROAD #118
PLANTATION, FLORIDA 33322
FLORIDA BAR NO. 045187