

1/24/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32303
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ELECTRONIC FILING COVER SHEET
FORM: EMPIRE CORPORATE KIT COMPANY
1400 W. FLAGLER ST
SUITE 200
MIAMI FL 33125
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PHONE: (305) 841-3694
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HIGH OCTANE, INC.

FAX AUDIT NUMBER: H98000001183

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JAN 25 AM 8:18

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ARTICLES OF INCORPORATION

OF

HIGH OCTANE, INC.

ARTICLE I

NAME

The name of this corporation is HIGH OCTANE, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of common stock having \$1.00 par value.

The TAX MAN, Inc.
1601 Belvedere Road, Suite #103-50
West Palm Beach, FL 33406
(407)686-6705, FAX: (407)689-0708
M. LEE THOMPSON

SECRET
TALLAHASSEE, FLORIDA

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ARTICLE IV

INITIAL CAPITAL

The amount of capital that this corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principal office of this corporation is 423-B Duval Street, Key West, Florida, and the name of the initial registered agent at this address is Jack Bitten.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

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ARTICLE VIII

INITIAL DIRECTIONS

Jack Bitton

423-B Duval Street
Key West, Florida 33040

ARTICLE IX

INCORPORATORS

The name and address of the persons signing these
articles of incorporation is:

Jack Bitton

423-B Duval Street
Key West, Florida 33040

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IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporation this 10th day of January 1996


Jack Bitton

STATE OF FLORIDA

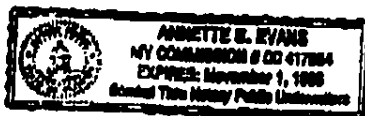
COUNTY OF MONROE

Before me, a notary public authorized to take
acknowledgments in the state and county set forth above,
personally appeared Jack Bitton known to me and known by me
to be the person who executed these articles of
incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and
official seal, in the state and county aforesaid, this 10th
day of January, 1996.

[SEAL]


Annette E. Evans
Notary Public



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

**IN COMPLIANCE WITH SECTION 48,891, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**FIRST--THAT HIGH OCTANE, INC. DESIRES TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE PLACE OF
BUSINESS AT THE TOWN OF KEY WEST, MONROE COUNTY, STATE OF
FLORIDA, HAS NAMED JACK BITTON AT 423-B DUVAL STREET, TOWN OF
KEY WEST, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT PROCESS
WITHIN FLORIDA.**

SIGNED 

TITLE PRESIDENT

DATE JANUARY 10, 1996

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I
FURTHER AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES.**

SIGNED 

**Jack Bitton,
Resident Agent**

DATE January 10, 1996

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**CORP
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