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Daniel Cohn
7040 W. Palmetto Park Road Suite 507
Boca Raton, Florida 33433
(407) 392-8040

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 19, 1996

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

RE: INCORPORATION OF
WING & A PRAYER, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation
of WING & A PRAYER, INC..

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,



Daniel Cohn
7040 W. Palmetto Park Road, Suite 507
Boca Raton, Florida 33433

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ARTICLES OF INCORPORATION

OF

WING & A PRAYER, INC.

ARTICLE ONE

The name of the corporation is **WING & A PRAYER, INC.**
The principal address of the corporation is: **7200 NW 2nd Avenue, #36**
Boca Raton, Florida 33487-2339.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100) of \$0.01 par value.**

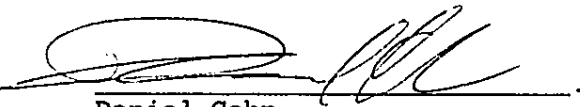
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is **7040 W. Palmetto Park Road, Suite 507, Boca Raton, Florida 33433**, and the name of its initial registered agent at such address is **Daniel Cohn.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Daniel Cohn

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Daniel Cohn	7040 W. Palmetto Park Road Suite 507 Boca Raton, Florida 33433
Kenneth Scott Zeiss	7200 NW 2nd Avenue #36 Boca Raton, Florida 33487-2339

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SECRETARY
FLORIDA

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Daniel Cohn	7040 W. Palmetto Park Road Suite 507 Boca Raton, Florida 33433

(signed)


Incorporator Daniel Cohn

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.