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FLORIDA DIVISION OF CORPORATIONS

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10: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
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FROM: EMERALD TOP GRAFT KIT COMPANY  
1432 LAUREL ST  
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MIAMI FL 33125-401-0000

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NAME: 8000, INC.  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION OF**  
**8000, INC.**

**ARTICLE I.**  
**NAME**

The name of the Corporation shall be: 8000, INC. The principal place of business of this Corporation shall be:

4200 Community Drive  
Apt. 711  
West Palm Beach, Florida 33409

**ARTICLE II.**  
**DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III.**  
**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV.**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

Prepared By:

Dorothy L. Vogel, Esq.  
Trade Center South, Suite 930  
100 West Cypress Creek Road  
Ft. Lauderdale, FL 33309  
Florida Bar #228713  
(305) 771-6210

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**ARTICLE V.  
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Gary Cooper

**ARTICLE VI.  
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Jimmy Lester Barker, Jr.  
4200 Community Drive  
Apt. 711  
West Palm Beach, Florida 33409

The name and street address of the Incorporator of these Articles of Incorporation is:

Andrew R. Schein  
757 Siesta Key Trail  
Unit 1122  
Deerfield Beach, Florida 33441

**ARTICLE VII.  
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

**ARTICLE VIII.  
BY-LAWS**

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

**ARTICLE IX.  
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

**ARTICLE X.  
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI.  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
Andrew R. Schein

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STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew R. Schein, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 19<sup>th</sup> day of February, 1996.

*Mary Ann Rizzo*  
NOTARY PUBLIC  
*MARY ANN RIZZO*  
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



MARY ANN RIZZO  
My Commission Expires  
Expires Aug. 27, 1998

**ACCEPTANCE OF REGISTERED AGENT OF 8000, INC.**

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

GARY COOPER

By: *Gary Cooper*  
Gary Cooper

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STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 13<sup>th</sup> day of February, 1996.

*Mary Ann Rizzo*  
NOTARY PUBLIC

MARY ANN RIZZO  
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



MARY ANN RIZZO  
My Commission Expires  
Expires Aug. 27, 1998

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