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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GADSDEN STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
192 W FLAGLER ST
SUITE 250
MIAMI FL 33135-302-

CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H96000002336)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CORTESSE HOLDING CORPORATION
FAX AUDIT NUMBER: H96000002336
DATE REQUESTED: 02/10/1996
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 FEB 19 AM 8:17

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

CORTESE HOLDING CORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is:

CORTESE HOLDING CORPORATION

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be:

19445 DAKOTA COURT
BOCA RATON, FL 33434

and the name of its initial Registered Agent at such address is:

JAMES CORTEZ

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is 1, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

JAMES CORTEZ, 19445 DAKOTA COURT, BOCA RATON, FL 33434.

Prepared by: CHRISTINE JACOBSEN
Southeast Accounting & Tax Group, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
(305) 491-5727

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The name and address of each incorporator is:

JAMES CORTEZ

JAMES CORTEZ, 19445 DAKOTA COURT, BOCA RATON, FL 33434

Dated: FEBRUARY 14, 1996



State of Florida:
County of Broward:

The foregoing instrument was acknowledged before me this 14 day of FEBRUARY, 1996
by _____.

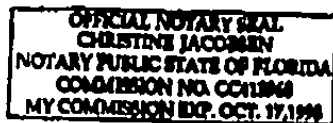

CHRISTINE JACOBSEN

Personally Known _____ OR Produced Identification _____

Type of Identification Produced DRIVERS LICENSE

JAMES CORTEZ, having been designated to act as Registered Agent hereby agrees to act
in this capacity.


JAMES CORTEZ



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TALLAHASSEE, FLORIDA

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Prepared by: CHRISTINE JACOBSEN
Southeast Accounting & Tax Group, Inc.
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