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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLA. 32314

SUBJECT: VICTOR THOMAS INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES
OF INCORPORATION AND OUR CHECK FOR 1,122.50

FROM: VICTOR THOMAS
3311 GLENDALE BLVD.
FT. LAUDERDALE, FLA. 33312
305-316-9916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICTOR THOMAS, INC.

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING
A CORPORATION UNDER THE FLORIDA CORPORATION ACT, HEREBY
ADOPTS(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE: VICTOR THOMAS, INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF
THIS CORPORATION SHALL BE: 3311 GLENDALE BLVD., FT.
LAUDERDALE, FLA. 33312

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:
10 SHARES.

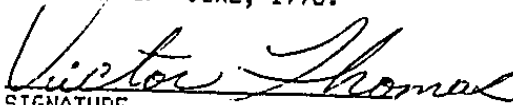
ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:
VICTOR THOMAS, 2432 NW 6TH ST., POMPANO BEACH, FLA. 33069.

ARTICLE V - INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION IS (ARE):
VICTOR THOMAS, 2432 NW 6TH ST., POMPANO BEACH, FLA. 33069.

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS
23 DAY OF JUNE, 1995.


SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

FURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS VICTOR THOMAS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS VICTOR THOMAS, INC., 2437 NW 6TH STREET, POMPANO BEACH, FLA. 33369

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Victor Thomas

DATE: 2/27/96