

3/8/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

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MIAMI FL 33166-

9-000000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CLUB MASTER MEMBERSHIP CARD, INC.

FAX AUDIT NUMBER: H96000003343

CURRENT STATUS: REQUESTED

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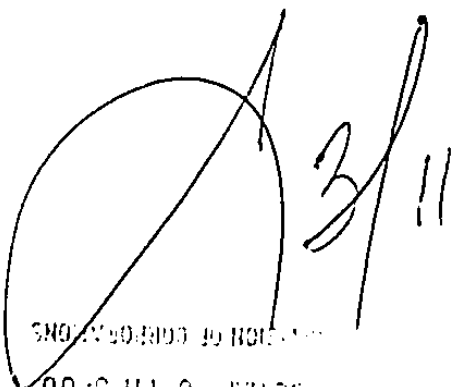
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION

OF

CLUB MASTER MEMBERSHIP CARD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CLUB MASTER MEMBERSHIP CARD, INC.

The principal place of business of this corporation shall be: 2954 S.W. 8th St.
Miami, Fl 33135

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 500 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Fred Acosta 2954 S.W. 8th St. 50% of the Shares
Miami, Fl 33135

Secretary: Lazaro Martinez 2954 S.W. 8th St. 50% of the Shares
Miami, Fl 33135

Prepared by: Lazaro Martinez
2954 S.W. 8th St.
Miami, Fl 33135
(305) 642-4787

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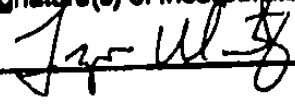
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Lazaro Martinez 2954 S.W. 8th St.
Miami, Fl 33135

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8th day of March, 1996

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: CLUB MASTER MEMBERSHIP CARD, INC.

2. The name and address of the registered agent and office is:

Lazaro Martinez 2954 S.W. 8th St.
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33135
(CITY/STATE/ZIP)

SIGNATURE *L. Acosta*
(corporate officer)

TITLE President

DATE 03/08/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *L. Acosta*

DATE 03/08/96

REGISTERED AGENT FILING FEE: