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ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1800

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May 22, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

7000001037217
05/23/96--01069--019
*****70.00 *****70.00

Re: Incorporation of TWO BEST PALS, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

TWO BEST PALS, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed Federal Express.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Lori S. Bangor

Lori S. Bangor,
Paralegal for the Firm

FILED
56 MAY 23 AM 9:39
TALLAHASSEE, FLORIDA

Isb
Enclosures

D. BROWN MAY 31 1996

**ARTICLES OF INCORPORATION
OF
TWO BEST PALS, INC.**

FILED
RECORDED
JAN 13 1989
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is TWO BEST PALS, INC. whose principal place of business is 7311 SW 13th Street, Plantation, Florida, 33317.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, NationsBank Tower, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Mark S. Mucci, Esquire.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Paul F. Ferraldo
7311 SW 13th Street
Plantation, Florida 33317

Barbara Leishman
7311 SW 13th Street
Plantation, Florida 33317

ARTICLE VII

The name and address of the incorporator is:

Mark S. Mucci, Esq.

NationsBank Tower
One Financial Plaza
Suite 1600
Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

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

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by holder to all shares

of common stock currently authorized

ARTICLE XI

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 22nd day of May, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 22nd day of May, 1996.

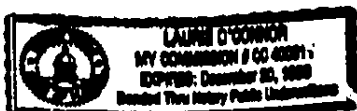

Mark S. Mucci, Esq.


STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark S. Mucci, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft Lauderdale, in said County and State this 22nd day of May, 1996.




Notary Public, State of Florida

Printed Name: Laurie O'Connor

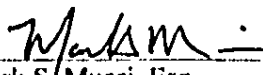
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

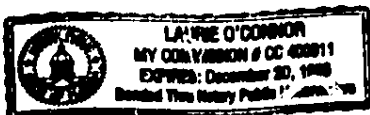
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark S. Mucci, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1993) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Mark S. Mucci, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 22nd day of May, 1996.




Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires: