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TALLAHASSEE, FLORIDA

5/31/96 Darlene.

The Office Alternative  
Requester's Name  
3191 Coral way #115  
Address  
Miami Fl. 33145  
City State ZIP Phone  
446-1145A

VALIDATION ONLY

000001348000  
-00493700-01047-037  
+1122.50 +1122.50

CORPORATION(S) NAME

Dialectics, Inc.

Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATION

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Dissolution                |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Other                      |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

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R CHESDER JUN 3 1996

CERTIFIED COPY

ARTICLES OF INCORPORATION

OF

DIALECTICS, INC.

ARTICLE I- NAME

The name of this corporation is DIALECTICS, INC.

The principal office mailing address is 940 SEVILLA AVE.  
CORAL GABLE, FL 33134

ARTICLE II-DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$ 1.00) par value stock which shall be designated "COMMON SHARES".

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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STATE OF FLORIDA

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is DEBORAH BIELE  
and the name of the initial registered agent of this corporation at that address is 940 SEVILLA AVE. CORAL GABLES, FL 33134

ARTICLE VII- INITIALS BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

DEBORAH BIELE  
940 SEVILLA AVE.  
CORAL GABLES, FL 33134

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these articles is:

DEBORAH BIELE  
940 SEVILLA AVE.  
CORAL GABLES, FL 33134

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X- CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

#### ARTICLE XI-SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

#### ARTICLE XII- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required law.

#### ARTICLE XIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, subscriber has executed these  
articles of incorporation this 31 day of MAY,  
1996.

Deborah J. Biele

DEBORAH BIELE

STATE OF FLORIDA )

ss

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 31  
day of MAY, 1996 by DEBORAH BIELE who  
is personally known to me or who has produced a drivers license as  
identification and who did take an oath and who acknowledged to me to  
be the person who executed the foregoing articles of incorporation, and  
he acknowledged before me he executed those articles of incorporation.

Idamir Santiago  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

Idamir Santiago

PRINT NAME



IDAMIR SANTIAGO  
My Comm Exp. 4/10/00  
Bonded By Service Ins  
No. CC546895

[[Personally Known]    [[Other I.D.]

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Deborah J. Diele

DEBORAH DIELE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA