

Townsend's Empire, Inc.

6320 NW 175th Terrace

Miami, FL 33015

Tel/Fax (305)823-4690

Michael Anthony Townsend
President

P96000049507

May 28, 1996

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-06/04/96--01071--001
****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Townsend's Empire, Inc.

Dear Sir or Madam:

Enterprises, Inc.

Enclosed herewith for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,
Townsend's Empire, Inc.

Dwayne Miranda
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Sending Shares
Incorporator's Signature
DATE 6/6/96
DOC. EXAM 135B

By: [Signature]
Michael Anthony Townsend

JUN 5 1996

BGB

FILED
96 JUN 11 AM 9:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SAGE LAW OFFICES

A PROFESSIONAL ASSOCIATION

3191 CORAL WAY
PH-201

MIAMI, FLORIDA 33145

JON B. SAGE
RICHARD D. SAGE*
RHONDA D. ZIMMERMAN
RENEE M. JORDAN

TELEPHONE (305) 444-9899
FACSIMILE (305) 444-2274

*OF COUNSEL

June 7, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
ATTN: Brenda Baker

RE: Incorporation of Townsend Enterprises, Inc.

Dear Brenda:

Pursuant to our conversation, enclosed is the missing second page containing Articles 6-8. Upon your receipt, please call to acknowledge same.

Should you require anything further, feel free to contact the undersigned. Thanks again.

Very truly yours,
SAGE LAW OFFICES

By: 

DUANE A. MIRANDA

ARTICLES OF INCORPORATION

OF

TOWNSEND ENTERPRISES, INC.

FILED

96 JUN 11 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be Townsend Enterprises, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.01 The location and address of the Corporation's initial registered office in Florida is 6320 NW 175th Terrace, Miami, Florida 33015. The initial registered agent is Michael Anthony Townsend whose address is 6320 NW 175th Terrace, Miami, Florida 33015.

ARTICLE THREE

PURPOSE

- 3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

- 5.01 The name and post office address of the incorporator is:

Michael Anthony Townsend

6320 NW 175th Terrace
Miami, Florida 33015

ARTICLE SIX

CAPITAL STOCK

- 6.01 The number of shares of stock that the Corporation is authorized to have outstanding is One Thousand (1,000.00), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE SEVEN

STATED CAPITAL

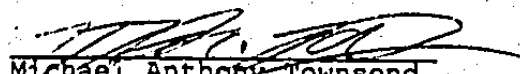
- 7.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE EIGHT

AMENDMENT OF ARTICLES

- 8.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7 day of June, 1996.

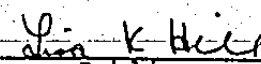

Michael Anthony Townsend
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

On this 7 day of JUNE, 1996, before me personally appeared Michael Anthony Townsend, who is personally known to me, and acknowledged that he executed the document for the purposes contained within it.

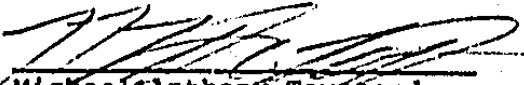
IN WITNESS WHEREOF, I sign here and set my official seal.

OFFICIAL NOTARY SEAL
LISA K HILL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC263171
MY COMMISSION EXP. MAR. 7, 1997


Notary Public
My Commission Expires:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Michael Anthony Townsend, am hereby familiar with and accept the duties and responsibilities as Registered Agent of Townsend's Empire, Inc..


Michael Anthony Townsend
Registered Agent

FILED
96 JUN 11 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA