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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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TALLAHASSEE, FL 32304
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

FAX: (904) 822-4000

MIAMI, FL 33135-3340
33401-0194

(((H900000008304))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VILLESTER'S ENTERPRISES, INC.

FAX AUDIT NUMBER: H90000008304

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/13/1996

TIME REQUESTED: 13:32:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION

OF

VILLESTER'S ENTERPRISE, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is VILLESTER'S ENTERPRISE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 820 N. W. 52nd STREET, MIAMI, FL 33127.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize

Stanley B. Lewis
Tools For Change
6235 NW 7th Avenue
Miami, Florida 33150
FL BAR # 0797022
305-751-8934

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the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 820 N. W. 52nd STREET, MIAMI, FLORIDA 33127 and the registered agent at that office is JOANN THOMAS.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have THREE (3) directors constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Initial Board of Directors of the Corporation shall be comprised of:

JOANN THOMAS
820 N. W. 52nd STREET
MIAMI, FL 33127

JACQUELINE GRIFFIN
820 N. W. 52nd STREET
MIAMI, FL 33127

JAMES L. THOMAS, JR.
820 N. W. 52nd STREET
MIAMI, FL 33127

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ARTICLE IX INCORPORATOR

The Incorporator of the Corporation is as follows:

JOANN THOMAS
820 N. W. 52nd STREET
MIAMI, FL 33127

IN WITNESS WHEREOF, I, JOANN THOMAS, the undersigned Incorporator, have signed these Articles of Incorporation on this 12th day of June, 1996 and acknowledged the same to be my act.

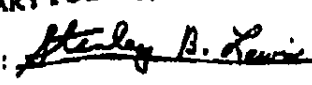

JOANN THOMAS

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of June, 1996 by JOANN THOMAS, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC487787
Expires Exp. 10. 1998
Bonded by HAI
800-429-1586

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That VILLESTER'S ENTERPRISE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of Dade, State of Florida, has named JOANN THOMAS at 820 N. W. 52nd STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY: 
JOANN THOMAS

DATE: June 12, 1996

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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