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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HEMMINGWAYS ACQUISITION CORP.

FAX AUDIT NUMBER: H96000009021

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/27/1996

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
KENDINWAYS ACQUISITION CORP.**

ARTICLE I

The name of this corporation is KENDINWAYS ACQUISITION CORP.

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of Ten Thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 219 North 21st Avenue, Hollywood, Florida 33020, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

Prepared By:

Eve Wagner Rosen
6700 N. Andrews Ave #407
Ft. Lauderdale, FL 33306
305-776-2055
FBN-365475

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ARTICLE VI

The number of Directors may be altered, from time to time, by-Laws adopted by the shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

DENNIS CORMAN

219 North 21st Avenue
Hollywood, Florida 33020

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

ALYCE SCHREIBER

10910 NW South River Drive
Miami, Florida 33178

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ALYCE SCHREIBER

10910 NW South River Drive
Miami, Florida 33178

ARTICLE X

The corporation's existence will commence upon filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make

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and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Alyce Schreiber
ALYCE SCHREIBER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALYCE SCHREIBER, personally known to me to be the person described in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami,
FLORIDA, this 27 day of June, 1996.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: _____

My commission expires:

JUL-27-1936 16130

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

In pursuance of Chapter 607.24, Florida Statutes, the following is
submitted, in compliance with said Act:

HECKMATTACQUISITION CORP. desires to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation in the City of Hollywood
County of Broward, State of Florida, has named himself, **ALYCE
SCHREIBER**, 10910 NW South River Drive, Miami, Florida 33170
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service for the above stated
corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said Act, relative to keeping open said office.

By:

Alyce Schreiber
ALYCE SCHREIBER

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