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EMPIRE CORPORATE KIT
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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MIAMI FL 33135- 34-
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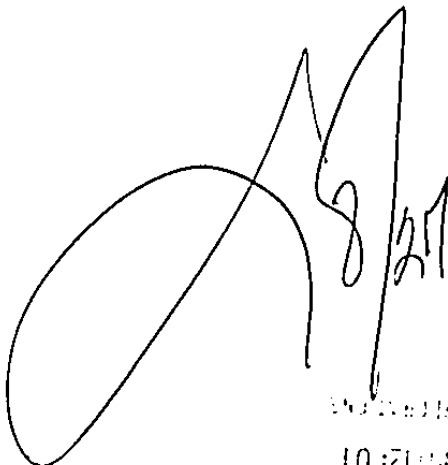
(((H96000011939))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUN FUN USA ENTERPRISES, INC.
FAX AUDIT NUMBER: H96000011939 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



10:12:01
56 AUG 27 PM 12:01

08/27/96



ARTICLES OF INCORPORATION

OF

SUN FUN USA ENTERPRISE, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

SUN FUN USA ENTERPRISE, INC.

ARTICLE II

The general nature of the business to be transacted shall be limousine and courier services and to otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution retable as their holdings may appear upon the stock record of the corporation.

Page 1

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of (1) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

LUDWIG FAINBERG President
885 S. E. 14TH STREET
HIALEAH, FL. 33165

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be LUDWIG FAINBERG and the registered agent's office of this corporation shall be 885 S. E. 14th Street, Hialeah, FL 33165.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation 885 S. E. 14th Street, Hialeah, FL 33165, branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign

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countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscribers of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
LUDWIG FAINBERG	885 S. E. 14th Street Hialeah, FL. 33165	1000

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals in the County of Dade, State of Florida, before me on this 26th day of August, 1996.

SWORN TO AND SUBSCRIBED before me on this 26th day of August, 1996.


LUDWIG FAINBERG, PRESIDENT (SEAL)
Identification: FL. Dr. Lic. # F516-520-58-003-0

STATE OF FLORIDA
COUNTY OF DADE

) SS
)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, LUDWIG FAINBERG, known to be the person

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EMPIRE CORPORATE KIT

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who executed the foregoing Certificate of Incorporation of SUN FUN
USA ENTERPRISE, INC., and he acknowledged before me that he has
executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me on this 26th day of August,
1996.

MY COMMISSION EXPIRES:

Notary Public, State of Florida
OFFICIAL NOTARY SEAL
OLGA L CARVAJAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC243716
MY COMMISSION EXP. DEC. 12, 1996

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND
I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

LUDWIG FAINBERG

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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