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Law Offices Of
Greg Ross & Associates, P.A.

Greg Ross
Admitted to Florida
and New York Bars

Dvora Walnrob
Admitted to Florida Bar

August 6, 1996

Of Counsel:

Burt E. Elsonberg
Admitted to Florida Bar

Marvin Yakor
Admitted to Florida
and New York Bars

Bruce I. Schralbor
Admitted to Connecticut Bar

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

700001919857
-08/13/96--01039--007
***122.50 ***122.50

Re: Incorporation of Cowboy Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Articles of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee\$35.00;
Certificate Under Seal\$52.50;
Registered Agent Designation\$35.00.

TOTAL ENCLOSED

\$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,

GREG ROSS

GR/lah
enclosure

FILED
96 AUG 29 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-17126



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 15, 1996

GREG ROSS & ASSOCIATES, P.A.
400 S.E. EIGHT STREET
FORT LAUDERDALE, FL 33316

SUBJECT: COWBOY ENTERPRISES, INC.
Ref. Number: W96000017126

We have received your document for COWBOY ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 696A00038925

ARTICLES OF INCORPORATION

OF

COWBOY ENTERPRISES, INC.

FILED

96 AUG 29 AM 11:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be COWBOY ENTERPRISES, INC.
The principal address of the Corporation will be 8990 N.W. 24TH STREET, SUNRISE, FLORIDA 33322.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500) shares at \$1.00 par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 S.E. 8th Street, Fort Lauderdale, Florida 33316 and the name of the initial registered agent at that address is GREG ROSS, ESQUIRE.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Jason Laye

8990 NW 24th Street
Sunrise, Florida 33322

ARTICLE NINE
INDEMNIFICATION

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

**ARTICLE TEN
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 subscribers have executed these Articles of Incorporation on this 23 day of Aug, 1996.

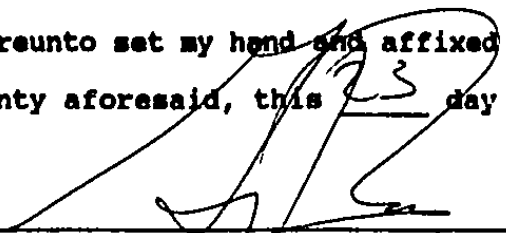


JASON LAYE

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared JASON LAYE, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of Aug, 1996.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



GREG ROSS

Print Name

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT JASON LAYE, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SUNRISE, STATE OF FLORIDA, HAS NAMED GREG ROSS, ESQUIRE, WITH PRINCIPAL ADDRESS OF 400 S.E. 8TH STREET, FORT LAUDERDALE, FLORIDA, 33316, COUNTY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


(Corporate Officer)

TITLE

Pres

DATE:

8/23/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


GREG ROSS, ESQUIRE
(Resident Agent)

DATE

8/23/96

FILED
96 AUG 29 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA