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August 27, 1996

Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

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***131.25 ***131.25

Re: The Johannsen Group, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the above along with my trust account check #3868 in the amount of \$131.25 representing the following:

Filing fee	\$35.00
Certified copy	52.50
Certificate of Status	8.75
Registered Agent	35.00
Total check amount.....	\$131.25

Please return the certified copy and Certificate of Status in the enclosed stamped, self-addressed envelope provided for your convenience.

Thank you for your attention to this matter.,

Very truly yours,

Bruce J. Kirsch
BRUCE J. KIRSCH, ESQUIRE

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FILED
SEP 3 1996
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF

THE JOHANNSEN GROUP, INC.

FILED
96 SEP -3 PM 4:14
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME: The name of this Corporation is:

THE JOHANNSEN GROUP, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by this Corporation is as follows:

1. The Corporation may engage in any activity of business which is permitted under the laws of the State of Florida.

2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

3. And further, to borrow or raise money for any purposes of the Corporation, and to secure the same interest, or for other purposes, to mortgage all or part of the property, corporeal or incorporeal rights or franchise of this Corporation now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE and NO/100 DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this Corporation will begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION. This Corporation shall commence its existence immediately upon the filing of these Articles of

Incorporation, pursuant to Section 607.167, Florida Statutes, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

INITIAL PRINCIPAL OFFICE. The street address of the initial Principal Office of this Corporation in the State of Florida shall be:

3220 S. W. 47 Avenue
Hollywood, FL 33023

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said Corporation may desire.

ARTICLE VII

BOARD OF DIRECTORS. This Corporation shall have one Director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL OFFICERS: The names and addresses of the initial Officers and first Board of Directors to these Articles of Incorporation are as follows:

RUSSELL G. JOHANNSEN President/Secretary/
Treasurer/Director

ARTICLE IX

INCORPORATOR. The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

RUSSELL G. JOHANNSEN
3220 S. W. 47 Avenue
Hollywood, FL 33023

ARTICLE X

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

REGISTERED AGENT: That BRUCE J. KIRSCH, ESQUIRE, 3800 South Ocean Drive, Suite 218, Hollywood, Florida 33019, is hereby named as Registered Agent for this Corporation, to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for THE JOHANNSEN GROUP, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping said office open.

Bruce J. Kirsch
BRUCE J. KIRSCH, ESQUIRE
Registered Agent

I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a Corporation for profit to do business within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27th day of August, 1996.

Russell G. Johanssen
RUSSELL G. JOHANNSEN

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, appeared RUSSELL G. JOHANNSEN, who is personally known to me or has produced N/A as identification, and who subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 27th day of August, 1996.

Bruce J. Kirsch
NOTARY PUBLIC, State of Florida

Printed Name:

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