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Date 10-4-96

FILED
96 OCT 11 AM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Demi Corp. Inc.
(name of corporation)

Gentlemen:

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-10/15/96--01229--015

****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Michell G. Rubinstein

(individual's name)

Demi Corp.

(name of corporation)

10/14

MAILING ADDRESS OF CORPORATION

5625 Johnson Street

Hollywood, Fl. 33021

PHONE

(954) 981-1444 *

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

- of -

Demi Corp.

I, THE UNDERSIGNED, purpose to become a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be

Demi Corp.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be any business the corporation is properly licensed to conduct business in.

ARTICLE IV

The corporation shall have power:

(a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(c) To lend money to, and use its credit to assist, its officers and employees in accordance with F. S. 607.141.

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(d) To purchase, take , receive, subscribe for, or otherwise, acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(h) To make and alter By-laws, not inconsistent with its Articles of Incorporation or with the Laws of this state, for the administration and regulation of the affairs of the corporation.

(i) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, medical, disability and life insurance incentive plans, for any or all of its

directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(k) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

(m) To do any and all the things herein set forth to the same extent as natural persons might do or could do.

(n) To perform any other acts consistent with the Laws of the United States and the State of Florida.

ARTICLE V

The maximum number of shares of Stock the corporation is authorized to have outstanding at any time, shall be

One hundred thousand (100,000) shares of no par value

ARTICLE VI

The initial Registered Office of the corporation shall be:

5625 Johnson Street

Hollywood, Florida 33021

and the initial Registered Agent of the corporation shall be:

Michell G. Rubinstein

at the above address.

ARTICLE VII

Pursuant to the authority of F. S. 607.111, the corporation shall be managed by the Board of Directors, rather than the Stockholder(s).

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

Michell G. Rubinstein 5625 Johnson St. Hollywood, Florida 33021

ARTICLE IX

The corporate office and registered agent address shall be located at 5625 Johnson Street, Hollywood, Florida, 33021

REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Demi Corp.

Michell G. Rubinstein
Registered agent

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of November, 1993.

Michell G. Rubinstein
Michell G. Rubinstein

STATE OF FLORIDA)
 : SS.
COUNTY OF BROWARD)

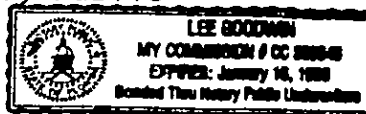
I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

Michell G. Rubinstein

to me well known to be the person described as Incorporator in an who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to the law, he subscribed to this Articles of Incorporation.

WITNESS my hand and official seal, in the County and State aforesaid, this 27th day of September, 1996

Lee Goodwin
Notary Public



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