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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PAT ORLOFF, INC.
AUDIT NUMBER.....H96000014500
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

EMPIRE

SUBJECT: PAT ORLOFF, INC.
REF: W96000021961

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Dana Calloway
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ARTICLES OF INCORPORATION
OF
PAT ORLOFF, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Pat Orloff, Inc.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and the mailing address of the Corporation is 8445 S.W. 185 Street, Miami, Florida, 33157, and the name of the initial registered agent of this Corporation, at that address, is PAT ORLOFF.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Prepared By:

HAROLD S. HELFMAN, P.A.
Florida Bar No. 091901
9100 S. Dadeland Boulevard
Suite 1602
Miami, Florida 33156
(305) 670-3100

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished in time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

PAT OKLOFF
8445 S.W. 185 Street
Miami, Florida 33157

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the persons signing these Articles are:

PAT OKLOFF
8445 S.W. 185 Street
Miami, Florida 33157

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

ARTICLE X - INDEMNIFICATION

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

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CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In compliance with Chapter 607.037, Florida Statutes, the following is submitted:

First -- That PAT ORLOFF, INC., with its principal place of business at 8445 S.W. 185 Street, Miami, Florida, 33157, has named PAT ORLOFF, located at 8445 S.W. 185 Street, Miami, Florida, 33157, as Registered Agent.

The street address of the registered office and the street address of the business office of the registered agent, as shown, are identical.

PAT ORLOFF
President

Dated: October 15, 1996

PAT ORLOFF
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: October 15, 1996

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STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the payment upon which a refund is claimed was made, or else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Pat Orloff, Inc. EIN or SS#: 65-0702417

Address: 8445 S.W. 185th Street

Miami, FL 33157

Amount: $385.00 Date Paid 09-18-97

Reason for claim: Overpayment of annual report filing fees.

#P96000085539 A. Alan, Reinstatements

Certified true and correct this 30 *day of* Sept, 19 97.

Signature Patricia Orloff

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: *Amount of recommended refund* $ 385.00

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 98401-021 *dated* 09-18-97

Name of Account

45202130001453000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT:

45202130001453000000022002000

Certified true and correct this _____ *day of* _____, 19____

Department of State, Division of Corporations

(Agency) (Authorized Signature and Title)

CR2E060(6/95)