

P96000099830

TRANSMITTAL LETTER

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

SUBJECT: Schlepper Boy, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00.

FROM: Benjamin Wohl
Name (printed or typed)

1777 Venice Lane, Suite #232
Address

N.Miami, FL 33434
City, State, & Zip

(305) 962-7285
Telephone Number

800002023568--7
-12/09/96--01035--017
*****70.00 *****70.00

FILED
96 DEC -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

See 12/11

SCHLEPPER BOY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SCHLEPPER BOY, INC.

The address of the principal office of this corporation shall be 1777 Venice Lane, Suite 232, N. Miami, FL 33181 and the mailing address shall be 1777 Venice Lane, Suite 232, North Miami, FL 33181.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share .

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1777 Venice Lane, Suite 232, North Miami, FL 33181, and the name of the initial registered agent of the corporation at that address is Benjamin Wohl.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors are:

- | | | |
|----|---------------|---|
| 1) | Tamara Wohl | 1777 Venice Lane, Suite 232
N. Miami, Fl 33181 |
| 2) | Elys Wohl | 1777 Venice Lane, Suite 232
N. Miami, Fl 33181 |
| 3) | Benjamin Wohl | 1777 Venice Lane, Suite 232
N. Miami, Fl 33181 |

ARTICLE VII

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

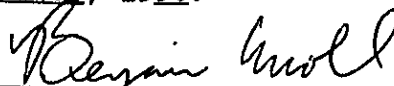
Tamara Wohl President	1777 Venice Lane, Suite 232 N. Miami, FL 33181
Elys Wohl Vice President	1777 Venice Lane, Suite 232 N. Miami, FL 33181
Benjamin Wohl Secretary/Treasurer	1777 Venice Lane, Suite 232 N. Miami, FL 33181

ARTICLE VIII INCORPORATOR

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

Benjamin Wohl 1777 Venice Lane, Suite 232
 N. Miami, FL 33181

The undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 1996.



Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Schlepper Boy, Inc.
2. The name and address of the registered agent and office is:

Benjamin Wohl
(NAME)

1777 Venice Lane, Suite 232
(P.O. BOX NOT ACCEPTABLE)

N. Miami, Fl 33181
(CITY/STATE/ZIP)

HAVING BEEN NAMES AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Benjamin Wohl
12/5/96