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EMPIRE CORPORATE KIT

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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: OKONMAH & ASSOCIATES, INC.

AUDIT NUMBER.....H96000017473

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
OKONMAH & ASSOCIATES, INC.**

ARTICLE I

The name of this corporation is OKONMAH & ASSOCIATES, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial, principal office of this corporation is 20613 NW 15th Avenue, Miami, Florida 33169, and the name and address of the initial registered resident agent of the corporation is Anthony Okonmah, 20613 NW 15th Avenue, Miami, Florida 33169.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name of and address of the initial director of the corporation is:

Anthony Okonmah
20613 NW 15th Avenue
Miami, Florida 33169

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Anthony Okonmah
20613 NW 15th Avenue
Miami, Florida 33169

This instrument prepared by:
Eugene L. Mann, Esq.
12920 S.W. 81st St.
Miami, FL 33183
Tel. (305) 388-8892
Fla. Bar No. 128372

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ARTICLE VIII

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

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

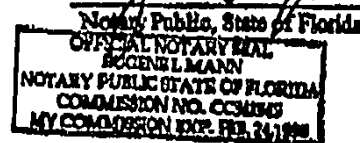
The By-laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-laws. As is set forth in the Bylaws, the Bylaws may be amended by the affirmative vote or not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of December, 1996.


Anthony Okonmah

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me by Anthony Okonmah, this 12th day of December, 1996.



THIS INSTRUMENT PREPARED BY:
Eugene L. Mann, Esq.
12920 S.W. 81st St.
Miami, FL 33183

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P.15/19

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ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Miami, Dade County, Florida, residing at the place indicated above, and I hereby accept the foregoing designation as Resident Agent of OKONMAH & ASSOCIATES, INC.


Anthony Okonmah

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