

Allan R. Knight

ATTORNEY AND COUNSELOR

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SUITE 619
MIAMI, FLORIDA 33126
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Florida Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002037643--7
-12/24/96--01167--011
*****70.00 *****70.00

RE: "ALL DOORS STARZ INC."

Gentlemen:

Enclosed please find an original and 3 copies of the Articles of Incorporation of "ALL DOORS STARZ INC."

I have also enclosed a check in the amount of \$ 70.00 payable to the Secretary of State to cover the following costs of incorporation:

Filing Fees	\$ 35.00
Registered agent	\$ 35.00
	=====
	\$ 70.00

EFFECTIVE DATE
12-21

Please incorporate "ALL DOORS STARZ INC." and return the Certificate of Incorporation, along with a copy of the Articles of Incorporation to me as soon as possible.

With regards,
[Signature]
Allan R. Knight

FILED
96 DEC 23 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Large handwritten signature]
12/21

ARTICLES OF INCORPORATION OF
"All Doors Starz Inc."

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE
NAME:

The name of the corporation is:

"ALL DOORS STARZ INC."

EFFECTIVE DATE
1-1-97

ARTICLE TWO
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE
PURPOSE:

The purpose of this corporation is for the wholesale and retail sale and installation of Garage doors in and out of the State of Florida and to perform and engage in any General Corporation Act.

ARTICLE FOUR
SHARES:

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares of \$ 1.00 par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation
and its PRINCIPLE PLACE OF BUSINESS is:

4473 N.W. 185th Street
Miami, Florida 33055

The name and address of the initial registered agent is:

RUBEN ZAPATA
4473 N.W. 185th Street
Miami, Florida 33055

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of
one (1) member. The name and address of the First Board
of Directors is:

RUBEN ZAPATA
4473 N.W. 185th Street
Miami, Florida 33055

ARTICLE EIGHT
INCORPORATORS:


The names and addresses of the initial incorporators are:

RUBEN ZAPATA
4473 N.W. 185th Street
Miami, Florida 33055
President,
Secretary
Registered Agent

ARTICLE NINE
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to have commenced its existence on the 1st day of January 1997.

IN WITNESS WHEREOF, we have subscribed our names this 18th day of December 1996.



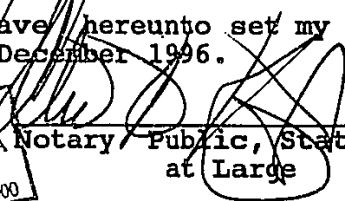
RUBEN ZAPATA
President, Vice President,
Secretary, Treasurer, and
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Dade, U.S.A. at large, on this 18th day of December 1996 personally appeared; Ruben Zapata known to me to be the person whose name is subscribed to the above instrument, and after identifying himself to me, with Florida Driver's License #2130-720-64-215-0 he acknowledged to me that he executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal, this 18th day of December 1996.

OFFICIAL NOTARY SEAL
ALLAN R KNIGHT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC545321
MY COMMISSION EXP. SEPT 17, 2000



Notary Public, State of Florida
at Large

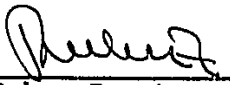
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for All Doors Starz Inc. at the place designated in the Articles of Incorporation, I agree to comply with the provisions of The Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Date: December 18th 1996



Ruben Zapata
Registered Agent