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June 28, 1996
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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12/28/96-0110-003
*****78.75 *****78.75

Re: Lishen Enterprises, Inc.
Our File: BC96-078

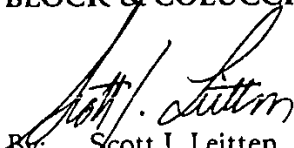
To Whom It May Concern:

I have enclosed an original and one copy of the Articles of Incorporation, Certificate of Registered Agent, and our check in the amount of \$78.75 for the filing fees and Certificate of Status.

Please forward to our office the date stamped copies and Certificate of Status.

Very truly yours,

BLOCK & COLUCCI, P.C.

By: 
Scott J. Leitten

SJL:ksl

Enc.

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TALLAHASSEE FLORIDA

ALBANY: 12 CENTURY HILL DRIVE, P.O. BOX 1160, LATHAM, NY 12110, (518) 783-0535
BUFFALO: 1250 STATLER TOWERS, BUFFALO, NY 14202, (716) 854-4080
ROCHESTER: 30 W. BROAD ST., SUITE 200, ROCHESTER, NY 14614, (716) 454-1060
SOUTHERN TIER: THE PRESS BUILDING, 10 CENANGO STREET, BINGHAMTON, NY 13901, (607) 724-3130
SYRACUSE: 5780 WIDEWATERS PARKWAY, SYRACUSE, NY 13214, (315) 445-1272

**ARTICLES OF INCORPORATION
OF
LISHEN ENTERPRISES, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida:

ARTICLE I - CORPORATE NAME

The name of this corporation is **LISHEN ENTERPRISES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 100 Lexington Place, Royal Palm Beach, FL 33411.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transaction any or all lawful business of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1001 N. U.S. Highway One, Suite 400, Jupiter, FL 33477, and the name of the initial registered agent of this corporation at that address is Scott J. Leitten.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successors shall have been duly elected

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and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the corporation. The name and address of the initial directors are:

Terry Lishen: 100 Lexington Place, Royal Palm Beach, FL 33411
Robin Lishen: 100 Lexington Place, Royal Palm Beach, FL 33411

ARTICLE VII - OFFICERS

The Officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence or until their successors are elected and qualified shall be:

President: Terry Lishen
Vice President: Robin Lishen
Secretary: Robin Lishen
Treasurer: Terry Lishen

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Terry Lishen, 100 Lexington Place, Royal Palm Beach, FL 33411

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer of director, or any former Officer of Director, the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - COMMENCEMENT

This Corporation shall commence its existence upon the filing of these Articles of Incorporation pursuant to Florida Statute 607.167.

ARTICLE XIII - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to Florida law and shall commence its corporate existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 18, 1996


TERRY LISHEN

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

***Certificate of Registered Agent
Of***

LISHEN ENTERPRISES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1001 N. U.S. Highway One, Suite 400, Jupiter, Florida 33477

has named **SCOTT J. LEITTEN** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


SCOTT J. LEITTEN, Registered Agent

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