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JOSEPH K. SINGER, P. A.  
ATTORNEY AT LAW  
UNIVERSITY PARK - SUITE 114  
201 NORTH UNIVERSITY DRIVE  
PLANTATION, FLORIDA 33324

954-566-~~5454~~

5454

JOSEPH K. SINGER, J. D., LL. M. (TAX)  
ALSO ADMITTED U.S. TAX COURT

TELEPHONE  
(305) 474-8442

December 26, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/31/96--01033--004  
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FILED  
96 DEC 30 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: *SUCCESS INTERNATIONAL OF SOUTH FLORIDA, INC.*

Dear Sir or Madam:

I am enclosing herewith an original and a copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named corporation. In addition, a check, in the sum of \$ 122.50, is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered agent	<u>\$ 35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.

  
Joseph K. Singer, Esq.

*Richard Wright*  
*is aware of Dec # K3677*  
*Success Int. Corp.*  
*per phone call 1-2-97*  
*sc*  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SUCCESS INTERNATIONAL OF SOUTH FLORIDA, INC.**

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DEC 30 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this Corporation is:  
**SUCCESS INTERNATIONAL OF SOUTH FLORIDA, INC..**

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing upon filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This Corporation is organized for the following purposes:  
To transact any and all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue.

**ARTICLE V - 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 or she holds, shall have the right to purchase his or her 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 VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this Corporation is 201 North University Drive, Suite 114, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is JOSEPH K. SINGER, ESQ. The street address of the initial principal office of this Corporation is c/o Joseph K. Singer, P.A., 201 North University Drive, Suite 114, Plantation, Florida 33324.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or diminished from time to time pursuant to the By-Laws of this corporation, however there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial director of this Corporation is:

RICHARD R. WRIGHT  
c/o Joseph K. Singer, P.A.  
201 North University Drive, Suite 114  
Plantation, Florida 33324

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

RICHARD R. WRIGHT  
c/o Joseph K. Singer, P.A.  
201 North University Drive, Suite 114  
Plantation, Florida 33324

## ARTICLE IX - INDEMNIFICATION

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

## ARTICLE X - AMENDMENT

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

## ARTICLE XI - TAX ELECTION

This corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 21 day of December, 1996.

  
RICHARD R. WRIGHT, Incorporator


STATE OF FLORIDA                   )  
COUNTY OF BROWARD               )

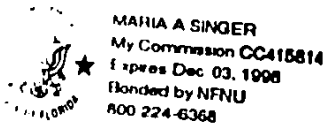
*BEFORE ME*, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD R. WRIGHT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

*IN WITNESS WHEREOF*, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid. The foregoing instrument was acknowledged before me this 27 day of December, 1996, by RICHARD R. WRIGHT, who (is personally known to me)(produced a Florida Driver's License as identification) and who did (not) take an oath.

(S E A L)

My Commission Expires:

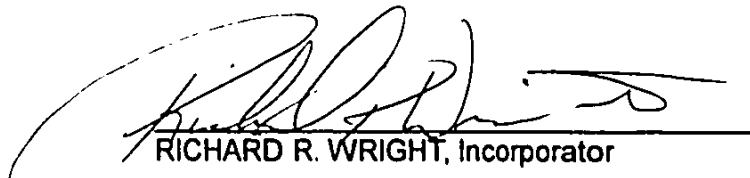
  
PRINT NAME: MARIA SINGER  
Notary Public, State of Florida  
Commission Number CC 415814



DESIGNATION OF REGISTERED AGENT FOR:  
SUCCESS INTERNATIONAL OF SOUTH FLORIDA, INC.

**SUCCESS INTERNATIONAL OF SOUTH FLORIDA, INC.**, in compliance with Section §607.0501, Florida Statutes, a corporation desiring to organize and qualify under the laws of the State of Florida, hereby names, **JOSEPH K. SINGER, ESQ.**, located at 201 North University Drive, Suite 114, Plantation, Florida 33324, as its agent to accept service of process within Florida.

DATED: December 27, 1996



RICHARD R. WRIGHT, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties.

DATED: December 27, 1996



JOSEPH K. SINGER, ESQ., Registered Agent

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96 DEC 30 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA