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((H97000000323))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: JOHN VOGT, INC.

AUDIT NUMBER.....H97000000323

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

*12/19/97*

ARTICLES OF INCORPORATION OF  
JOHN VOGT, INC.

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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, certifies that:

ARTICLE I: NAME

The name of the corporation (hereinafter referred to as "the Corporation") shall be:

JOHN VOGT, INC.

ARTICLE II: EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV: STOCK

This corporation is authorized to issue 500 shares of common stock, each having a par value of \$1.00 which shall be designated common shares.

ARTICLE V: ADDRESS

The initial address of the principal office of the Corporation is: 18045 SW 174 Street, Miami, Florida 33187, and the name of the initial registered agent of this corporation is:

John C. Vogt  
18045 SW 174 Street  
Miami, FL 33187

Prepared by:  
CYNTHIA F. VOGT  
18045 SW 174 St.  
Miami, FL 33187  
(305) 254-9067  
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ARTICLE VI: DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

John C. Vogt  
18045 SW 174 Street  
Miami, FL 33187

Cynthia F. Vogt  
18045 SW 174 Street  
Miami, FL 33187

ARTICLE VII: SUBSCRIBERS

The name of the subscribers to these Articles of Incorporation are as follows:

John C. Vogt	250 Shares
Cynthia F. Vogt	250 Shares

ARTICLE VIII: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE IX: DIRECTORS' COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.


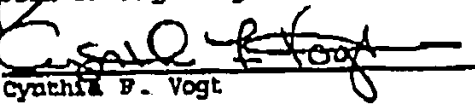
ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment

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thereto and any right conferred upon the shareholders is subject to this reservation.

  
John C. Vogt  
  
Cynthia F. Vogt

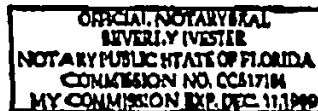
STATE OF FLORIDA :  
: ss:  
COUNTY OF DADE :

Before me, the undersigned authority, appeared JOHN C. VOGT and CYNTHIA F. VOGT, personally to me to be the individuals described herein and who acknowledged before me that they executed the foregoing for the purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 2<sup>nd</sup> day of <sup>January</sup> ~~November~~, 1997

  
Notary Public, State of Florida  
Printed Name: Beverly Ivester

My Commission Expires:



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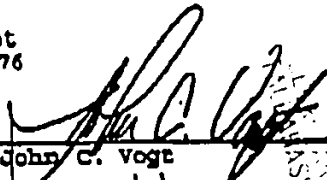
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

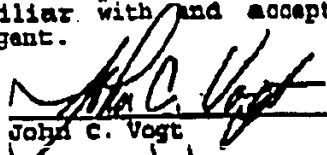
1. The name of the corporation is JOHN VOGT, INC.
2. The name and address of the Registered Agent and Office is:

John C. Vogt  
18045 SW 174 Street  
Miami, Florida 33176

  
John C. Vogt  
Date: 1/7/97

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Having been named as Registered Agent and 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.

  
John C. Vogt  
Date: 1/7/97

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