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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: CHARLENE REIFF INCORPORATED

AUDIT NUMBER.....H97000000330

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

CERT. OF STATUS...1

PAGES..... 4

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**Articles of Incorporation
of
Charlene Reiff Incorporated**

Article I. Name

The name of this Florida corporation is:
Charlene Reiff Incorporated

Article II. Address

The mailing address of the Corporation is:
Charlene Reiff Incorporated
21708 Wapford Way
Boca Raton FL 33486

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Charlene Reiff
21708 Wapford Way
Boca Raton FL 33486

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
Charlene Reiff

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 7, 1997

The undersigned incorporator executed these Articles of Incorporation on
January 7, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0886

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N. B. W.

TEL: 561-3956748

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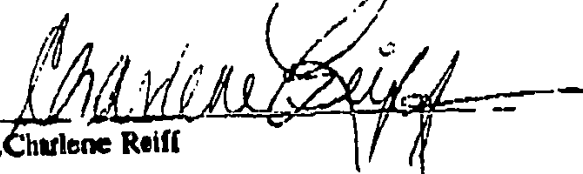
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Charlene Reiff Incorporated

REGISTERED AGENT:
Charlene Reiff
21708 Wapford Way
Boca Raton FL 33486

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Charlene Reiff

Date: January 7, 1997

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0666