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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: ARC PLUS INVESTMENTS, INC. AUDIT NUMBER.....H97000000559 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
ARC PLUS INVESTMENTS, INC.

ARTICLE I - NAME

The name of this corporation is ARC PLUS INVESTMENTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 AND AGENT

The street address of the initial registered office of this corporation is 201 NW 1st Avenue, Boynton Beach, Florida 33435, and the name of the registered agent of this corporation at that address is Joan C. Kuchn.

PREPARED BY:
ALBERT N. PROUJANSKY, ESQ.
11500 EL CLAIR RANCH ROAD
BOYNTON BEACH, FL. 33437
(561)737-5805
FLORIDA BAR #380628

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

Chris K. Kushn
201 NW 1st Avenue
Boynton Beach, FL 33435

Joan C. Kushn
201 NW 1st Avenue
Boynton Beach, FL 33435

Robert Cole
425 SW 7th Court
Boynton Beach, FL 33435

Albert N. Proujansky
6251 Evisan Place
Boynton Beach, FL 33437

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: Albert N. Proujansky, 201 NW 1st Avenue, Boynton Beach, Florida 33435.

ARTICLE IX - INDEMNIFICATION

The 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 provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of January, 1997.


Albert N. Proujansky
Incorporator

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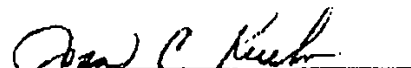
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**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Albert N. Prujansky**, known to be 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 set my hand and seal in the State and County above, this 8th day of January, 1997.


Notary Public



JAMES C. KUEHN
My Commission CC423107
Expires 1st 1st 1998
Issued by N164
800-224-4762

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ARC PLUS INVESTMENTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 201 NW 1st Avenue, Boynton Beach, Florida, has named Joan C. Kuehn as its agent to accept service of process within Florida.

Dated: January 8, 1997


Joan C. Kuehn, Director

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 relative to the proper performance of my duties.


Joan C. Kuehn, Registered Agent

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