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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MICROBEST, INC.

AUDIT NUMBER.....H97000002089

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Handwritten signature and date 2/5/97

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**ARTICLES OF INCORPORATION
OF
MICROBEST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is:

MICROBEST, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII
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 already holds, 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.

Mark B. Goldstein, Esq.
1000 S. Federal Hwy #201
Fort Laud., FL 33516
(954) 761-8810
FBN. 705276

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ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 1000 SOUTH FEDERAL HIGHWAY, SUITE 201, FORT LAUDERDALE, FLORIDA 33316, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the corporation is 1000 SOUTH FEDERAL HIGHWAY, FORT LAUDERDALE, FLORIDA 33316.

ARTICLE IX.

This Corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MICHAEL J. TROUP
1000 SOUTH FEDERAL HIGHWAY, #201
FORT LAUDERDALE, FLORIDA 33316

MARK B. GOLDSTEIN
1000 SOUTH FEDERAL HIGHWAY, #201
FORT LAUDERDALE, FLORIDA 33316

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN
1000 SOUTH FEDERAL HIGHWAY, #201
FORT LAUDERDALE, FLORIDA 33316

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of January, 1997.

MICROBEST, INC. a Florida Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator

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STATE OF FLORIDA)
 SS:)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 3rd day of January, 1997, in the County and State aforesaid.

Angela W. Warshewski
PRINT NAME: ANGELA W. WARSHIEWSKI
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____



ANGELA CATHERINE WARSHIEWSKI
My Commission CC22842
Expires Jan. 29, 2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT MICROBEST, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT 1000 SOUTH FEDERAL HIGHWAY,
SUITE 201, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED MARK B. GOLDSTEIN,
LOCATED AT 1000 SOUTH FEDERAL HIGHWAY, SUITE 201, FORT LAUDERDALE, FLORIDA
33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

MICROBEST, INC., a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

By: [Signature]
MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA)
SS:)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer
oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be
the person described in and who executed the foregoing instrument, who acknowledged before me that
he executed the same, that I relied upon the following form of identification of the above-named person;
Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 3rd day of January, 1997, in the County and
State aforesaid.

[Signature]
PRINT NAME: ANGELA WARSHENSKI
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:
Commission No:



ANGELA CATHERINE WARSHENSKI
My Commission Expires Jan. 22, 2000

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