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2/04/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000002059 8))

TO: DIVISION OF CORPORATIONS
FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

FAX #: (904) 922-4001
ACCT#: 071001002335
FAX #: (305) 716-0346

NAME: ROUND ONE, INC.
AUDIT NUMBER.....H97000002059
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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14-822-3708 02/04/97 18:08 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 4, 1997

FAS-T

SUBJECT: ROUND ONE, INC.
REF: W97000002826

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Dana Calloway
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DOC-17
STATION

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ARTICLES OF INCORPORATION

OF

ROUND ONE, INC.

FILED
97 FEB -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be

ROUND ONE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock at the par value of \$ 1.00 per share, which shall be issued for such consideration as may be fixed by the Board of directors of the corporation.

Prepared by: Thomas P. Plore
3190 Leewood Terr. L. 202
Boca Raton, FL 33431
(954) 255-1880

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ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall commence its existence as of the date corporation is filed and shall exist perpetually unless dissolved according to law.

ARTICLE VI

POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be 2840 N.W. 2nd AVE.

BOCA RATON, FL 33431

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one nor more than thirteen persons, as shall be designated by the By-Laws.

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ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office until the annual meeting of the stockholders to be held in the year 1997 and until their successors are elected or appointed and have qualified, are as follows:

NAME

THOMAS P. FIORE

POST OFFICE ADDRESS

2840 N.W. 2nd AVE.

BOCA RATON, FL 33431

ARTICLE IX

SUBSCRIBER

The names and post office addresses of the subscribers to these Articles of Incorporation, and a Statement of the number of shares subscribed for by them, are as follows:

NAME

THOMAS P. FIORE

POST OFFICE ADDRESS

2840 N.W. 2nd AVE.

BOCA RATON, FL 33431

SHARES

100

CONSIDERATION

\$ 100.00

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ARTICLE X

SPECIAL PROVISIONS

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

(b) No contract or other transaction between the corporation and any other corporation, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

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(c) The Board of Directors, in addition to choosing the President, Secretary, and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The stockholders may, in their discretion, choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the shareholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the Corporation.

(e) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or thereafter prescribed by the state and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XI

RESIDENT AGENT

The registered agent to accept service of process within this state shall be THOMAS P. FIORE
and the registered office shall be 3190 LEEWOOD TERR. L.202

BOCA RATON, FL 33431

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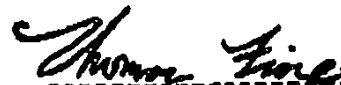
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IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 29th day of JANUARY, 1997.



THOMAS P. FIORE - INCORPORATOR

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

In the pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That ROUND ONE, INC.
qualified to do business under the laws of the State of Florida with its principal office at 2840 N.W. 2nd AVE., county of PALM BEACH, State of FLORIDA,
has appointed THOMAS P. FIORE
City of BOCA RATON, County of PALM BEACH,
State of Florida, as its legal agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


THOMAS P. FIORE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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