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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SCHMEIL MANAGEMENT, INC.

AUDIT NUMBER.....H97000002459

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION OF  
SCHMEIL MANAGEMENT, INC.

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ARTICLE I - NAME

The name of this Corporation is *SCHMEIL MANAGEMENT, INC.*

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Luis Echenique, Jr. and the street address of the initial registered office of this Corporation is 5900 SW 100 Street, Miami, FL 33156.

THIS INSTRUMENT PREPARED BY:  
J. L. QUINTANA, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
338 Mirroca Avenue  
Coral Gables, FL 33134  
TELEPHONE (305) 446-0300  
FLORIDA BAR #768987

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OF SCHMEIL MANAGEMENT, INC.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Luis Echenique, Jr.

5900 SW 100 Street, Miami, FL 33156

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Luis Echenique, Jr. and his street address is 5900 SW 100 Street, Miami, Florida 33156.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 5900 SW 100 Street, Miami, Florida 33156, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

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OF SCHMEIL MANAGEMENT, INC.

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ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 30 day of January, 1997.

  
Luis Echenique, Jr.

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Luis Echenique, Jr. known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of SCHMEIL MANAGEMENT, INC. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of January, 1997.

  
NOTARY PUBLIC, State of Florida

Printed Name of Notary Public  
My Commission Expires:



KIMBERLY L. JONES  
My Commission CCS08817  
Expires Jul. 18, 2000

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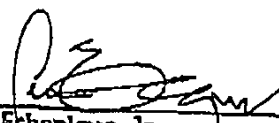
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

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


First, that SCHMEIL MANAGEMENT, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Luis Echenique, Jr., located at 5900 SW 100 Street, Miami, FL 33156, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this January 30, 1997.

  
Luis Echenique, Jr.

SWORN TO AND SUBSCRIBED before me this January 30, 1997.

  
NOTARY PUBLIC, State of Florida  
Kimberly L. Jones  
Printed Name of Notary Public  
My Commission Expires:



KIMBERLY L. JONES  
My Commission CC58981  
Expires Jul. 18, 2000

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