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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DESTINY 21, INC.

AUDIT NUMBER.....H97000002607

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

CERT. OF STATUS..0

PAGES..... 5

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H 97000002607 **ARTICLES OF INCORPORATION**
OF
DESTINY 21, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is DESTINY 21, INC. and the principal office is located at 6170 CLEARY BLVD. PLANTATION, FL 33324

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may engage in any or all lawful business permitted to corporations under the laws of the STATE OF FLORIDA, or any other state, country, territory or nation.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE FIVE
REGISTERED OFFICE

The principal address of the initial registered office of the corporation shall be 3111 UNIVERSITY DRIVE #725 CORAL SPRINGS, FL 33065. The name of the initial registered agent at such address is STEVEN C. KLEIN.

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

Prepared by Steven C. Klein, CPA 954-345-3696
3111 University Dr #725 Coral Springs, FL 33065

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ARTICLES

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ARTICLE SEVEN
DIRECTORS

The Board of Directors of the corporation shall consist of at least one member and not more than eleven.

The name and address of initial Directors of the Board is:

NAME
KIETH LANGFORD

ADDRESS
P.O. BOX N 4 875
DEVONSHORE HOUSE, QUEEN ST.
NASSAU, BAHAMAS

SYDELLE STRICKMAN

8170 CLEARY BLVD
PLANTATION, FL 33324

ALAN GINSBERG

20225 NE 34 COURT #1011
MIAMI, FL 33180

GARY HIRCH

11401 PINES BLVD SUITE 105
PEMBROKE PINES, FL 33026

JEFF ROSS

2840 NE 23 PLACE
POMPANO BEACH, FL 33-62

STANLEY LAPODIS

607 FAIRFIELD AVENUE
KENNELWORTH, NJ 07033

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INCORPORATORS

The name and address of the incorporator is:

NAME
STEVEN C. KLEINADDRESS
3111 UNIVERSITY DR #725
CORAL SPRINGS, FL 33065IN WITNESS WHEREOF, I have subscribed my name this 12 day of
FEB, 1997.
STEVEN C. KLEIN, Incorporator
and DirectorSTATE OF FLORIDA:
COUNTY OF BROWARD:On this 12 day of FEB, 1997 before me, an officer
duly authorized in the State and County aforesaid to take
acknowledgments, personally appeared STEVEN C. KLEIN, known to me
to be the person whose name is subscribed to the within instrument,
and acknowledged that he executed the same for the purpose herein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

10/2/99

JANET KRUIZ
My Comm Exp. 10/02/99
Bonded By Service Ins
No. CC499084
Notary Public, Florida (11821)

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is DESTINY 21, INC.
2. The name and address of the registered agent and office is

STEVEN C. KLEIN
3111 UNIVERSITY DRIVE #72B
CORAL SPRINGS, FL 33065

STEVEN C. KLEIN, INCORPORATOR

Date

2-12-97

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

STEVEN C. KLEIN, Registered Agent

Date

2-12-97

State of Florida
County of BROWARD

The foregoing instrument was acknowledged and sworn to before me this 12 day of FEB, 1997.

Notary Public

My commission expires:



JANET KRUTZ
My Comm Exp. 10/02/99
Bonded By Service Inc
No. CC499084
(If Newly Elected) (If Renewal)

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