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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: KING ENTERPRISES OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000002977

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

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

KING ENTERPRISES OF SOUTH FLORIDA, INC.

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The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **KING ENTERPRISES OF SOUTH FLORIDA, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is **655 NORTHWEST 56TH STREET, SUITE 412, MIAMI, FLORIDA 33127.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with

JEANNETTE ANDREWS, ESQ.
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8834
BAR #: 0075124

1 of 4

H 9700 0002 977

H 9700 000 2977

a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 655 NORTHWEST 56TH STREET, SUITE 412, MIAMI, FLORIDA 33127, and the registered agent at that office is ANGELA McTAW-KING.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

ANGELA McTAW-KING
655 NORTHWEST 56TH STREET
SUITE 412
MIAMI, FLORIDA 33127

VIDAL KING
655 NORTHWEST 56TH STREET
SUITE 412
MIAMI, FLORIDA 33127

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ARTICLE IX: INCORPORATORS

The Incorporators of the Corporation are as follows:

ANGELA McTAW-KING
855 NORTHWEST 56TH STREET
SUITE 412
MIAMI, FLORIDA 33127

VIDAL KING
855 NORTHWEST 56TH STREET
SUITE 412
MIAMI, FLORIDA 33127

IN WITNESS WHEREOF, WE, ANGELA McTAW-KING and VIDAL KING, the undersigned incorporators, have signed these Articles of Incorporation on this 19th day of February, 1997, and acknowledged the same to be my act.

Angela McTaw-King
ANGELA McTAW-KING

Vidal King
VIDAL KING

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of February, 1997 by ANGELA McTAW-KING and VIDAL KING, who personally appeared before me at the time of notarization, and who are personally known to me or who produced FLORIDA DRIVER'S LICENSES as identification.

NOTARY PUBLIC:

SIGN: Stanley B. LewisPRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE

STANLEY B. LEWIS
My Commission DC607757
Expires Sep. 18, 1998
Bonded by HAI
800-428-1288

ARTICLES/KING

3 of 4

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H 9700 0002 977

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **KING ENTERPRISES OF SOUTH FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office **655 NORTHWEST 56TH STREET, SUITE 412**, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **ANGELA McTAW-KING** at **655 NORTHWEST 56TH STREET, SUITE 412**, in the City of **MIAMI**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agents and to accept service of process for the above stated corporation at the place designated in this certificate, we, hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of our positions as registered agents.

BY: 
ANGELA McTAW-KING

DATE: February 19, 1997

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4 of 4

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