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Rudolf E. Mantel  
6885 N.W. 12th Street  
Plantation, FL 33313

Tel: 954-792-5703 Fax: 954-321-6054

February 20, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002097749--3  
-02/26/97--01002--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Rudy Mantel & Associates, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

*R E Mantel*

Rudy E. Mantel

RUDY MANTEL & ASSOCIATES, INC.

Name of Corporation

Mailing address of Corporation

6885 N.W. 12th Street

Plantation, FL 33313

Phone: 954-792-5703

FILED  
97 FEB 25 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/3/97  
*[Signature]*

ARTICLES OF INCORPORATION

of

RUDY MANTEL AND ASSOCIATES, INC.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form corporation under the laws of the State of Florida.

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TALLAHASSEE OFFICE OF THE STATE CLERK  
FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

RUDY MANTEL AND ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares ( 100 ) of ONE Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |                              |         |                  |
|---------|------------------------------|---------|------------------|
| NAME    | <u>RUDOLF E. MANTEL</u>      |         |                  |
| ADDRESS | <u>6885 N.W. 12TH STREET</u> |         |                  |
| CITY    | <u>PLANTATION</u>            | FLORIDA | ZIP <u>33313</u> |

The principal office, if known, or the mailing address of the corporation is:

|         |   |         |                  |
|---------|---|---------|------------------|
| NAME    | <u>RUDY MANTEL AND ASSOCIATES, INC.</u> |         |                  |
| ADDRESS | <u>6885 N.W. 12TH STREET</u>            |         |                  |
| CITY    | <u>PLANTATION</u>                       | FLORIDA | ZIP <u>33313</u> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 addresses of the initial director(s) of the corporation are as follows:

|         |                              |                      |                  |
|---------|------------------------------|----------------------|------------------|
| NAME    | <u>RUDOLF E. MANTEL</u>      |                      |                  |
| ADDRESS | <u>6885 N.W. 12TH STREET</u> |                      |                  |
| CITY    | <u>PLANTATION</u>            | STATE <u>FLORIDA</u> | ZIP <u>33313</u> |
| NAME    |                              |                      |                  |
| ADDRESS |                              |                      |                  |
| CITY    |                              | STATE                | ZIP              |
| NAME    |                              |                      |                  |
| ADDRESS |                              |                      |                  |
| CITY    |                              | STATE                | ZIP              |

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|         |                                   |       |                   |
|---------|-----------------------------------|-------|-------------------|
| NAME    | RUDOLF E. MANTEL                  |       |                   |
| ADDRESS | 6885 N.W. 12 <sup>TH</sup> STREET |       |                   |
| CITY    | PLANTATION                        | STATE | FLORIDA ZIP 33313 |
| NAME    |                                   |       |                   |
| ADDRESS |                                   |       |                   |
| CITY    |                                   | STATE |                   |
| NAME    |                                   |       |                   |
| ADDRESS |                                   |       |                   |
| CITY    |                                   | STATE |                   |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of February, 1997.

\_\_\_\_\_(Seal)  
 \_\_\_\_\_(Seal)  
 \_\_\_\_\_(Seal)

STATE OF FLORIDA )  
 COUNTY OF Broward ) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

|                                      |  |
|--------------------------------------|--|
| <u>Rudolf E. Mantel</u><br>Signature | <u>Sidney Geiger</u><br>Form of Identification |
| _____<br>Signature                   | _____<br>Form of Identification                |
| _____<br>Signature                   | _____<br>Form of Identification                |

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that \_\_\_\_\_ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this 20 day of February, 1997.

Sidney Geiger  
Notary Signature

Sidney Geiger  
Printed Notary Signature

**SIDNEYE GEIGER**  
 COMMISSION # CC 587702  
 EXPIRES SEP 08, 2000  
 BONDED THRU  
 ATLANTIC BONDING CO. INC



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

RUDY MANTEL AND ASSOCIATES, INC.

(name of corporation)

FILED  
97 FEB 25 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 6885 N.W. 12<sup>TH</sup> STREET

PLANTATION, FLORIDA 33313

has named RUDOLF E. MANTEL

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Rudolf E. Mantel  
(registered agent)