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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: E.F.P. INCORPORATED
AUDIT NUMBER.....H97000003645
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

March 3, 1997

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SUBJECT: E.F.P. INCORPORATED
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FAX Aud. #: H97000003645
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ARTICLES OF INCORPORATION

EFFECTIVE DATE

3-3-97

OF

E.F.P. INCORPORATED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is E.F.P. INCORPORATED.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin by March 3, 1997.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

This instrument was prepared by:

Law Office of Zaedy R. Pozo
2655 LeJeune Road
Penthouse II
Coral Gables, Florida 33134
(305) 445-7141 / FBN 361453

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ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 4659 S.W. 72nd Avenue, Miami, Florida 33155 and the name of the initial agent of this corporation at that address is BENJAMIN EGLIN.

ARTICLE VI.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4659 S.W. 72nd Avenue, Miami, Florida 33155.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street addresses of the initial directors are as follows:

BENJAMIN EGLIN
4659 S.W. 72nd Avenue
Miami, Florida 33155

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ARTICLE VIII.

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: BENJAMIN EGLIN, 4659 S.W. 72nd Avenue, Miami, Florida 33155.

ARTICLE IX.

INDEMNIFICATION

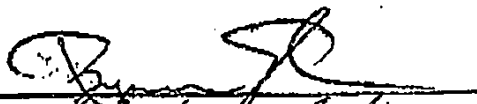
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X.

AMENDMENT

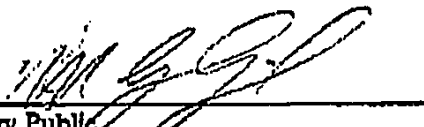
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1997.

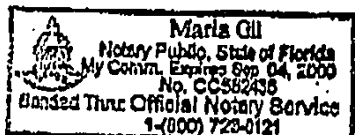

Name: Benjamin Eglin

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14 day of January, 1997, by BENJAMIN EGLIN, who is personally known to me and who produced _____ as identification.


Notary Public
State of Florida at Large:

My commission expires:



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**CERTIFICATE OF REGISTERED AGENT
OF**

E.F.P. INCORPORATED

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That E.F.P. INCORPORATED is desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named BENJAMIN EGLIN, at 4659 S.W. 72nd Avenue, Miami, Florida 33155, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity. I 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 my position as registered agent.

Dated this 14 day of JANUARY, 1997.

By: 

BENJAMIN EGLIN

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