

TO: DIVISION OF CORPORATIONS

FAX #:

(904)922-4001

3.00

FROM: THE COMPANY CORPORATION

ACCT#:

076660001006

CONTACT: REGINA CEPHAS

FAX #:

PHONE: (302)575-0440 (302)575-1346

NAME: U.E.I. UNLIMITED ENTREPRENEUR INTERNATIONAL,

AUDIT NUMBER...... H97000004181

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

CERT. OF STATUS... PAGES..... 2

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FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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RECEIVED 97 MAR 11 PM 3: 40 SECRETARY OF STATE

FROM: THE COMPANY CORP

PHONE NO. : 302 575 1346

Mar. 11 1997 03:04PM P2

H97000004/81

ARTICLES OF INCORPORATION

OF

U.E.I. Unlimited Entrepreneur International, Inc.

The undereigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be U.E.I. Unlimited Entrepreneur International, Inc.
- SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 19999 E. Country Club Dr., Suite 101, Aventura, FL 33180.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 10,000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Hossam Antar 19999 E. Country Club Dr., Suite 101, Aventura, FL 33180.

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 5th day of March, 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this and day of March, 1997 by Wendy Snow.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000 Notary Public

This document was prepared by Wendy Snow, 1313 N. Market Street, Wd Imington; DE 19801. (302) 575-0440

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PIL F.

FROM: THE COMPANY CORP

PHONE NO. : 302 575 1346

Mar. 11 1997 03:05PM P3

FILED 97 MAR II PM 4:45 SECRETAR: CLSTATE TALLAMASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this __U.E.I. Unlimited Entrepreneur International, Inc.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of __Aventura ________, State of Florida, has named _Larry Wolfe _________ located at __________ 200-A _John Knox Road, Tallahassee, FL 32303 __________ as its agent for service of process within Florida.

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.

March 6, 1997

Date