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Port Law Offices/Paul F. Gerson

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November 3, 1996

Fla. Department of State
Division of Corps
P.O. Box 6327
Tallahassee, Florida 32314

RE: CLASS CAPS, INC.

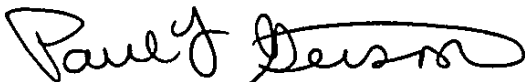
Gentlemen/Madams:

Enclosed please find original and one copy of Articles of Incorporation
of: C L A S S C A P S, I N C.

and Certificate Designating Registered Agent/Registered Office and
money order in the amount of \$122.50.

Please send certified copy to the undersigned at the above address,
for which we thank you.

Sincerely,



PAUL F. GERSON

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Encs

FILED
97 MAR 28 AM 9:01
STATE DEPT OF CORPS
TALLAHASSEE, FLORIDA

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F. Gerson MAR 28 1997

ARTICLES OF INCORPORATION

OF

CLASS CAPS, INC.

FILED
97 MAR 28 AM 9: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CLASS CAPS, INC.

The principal place of business of this corporation shall be: 1257 Jann Avenue,
Opa Locka, Florida 33054

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 shares-\$10.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

TERRENCE K. MARSHALL
1257 Jann Avenue
Opa Locka, Florida 33054

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 21st day of October, 1996

Signature(s) of Incorporator(s)

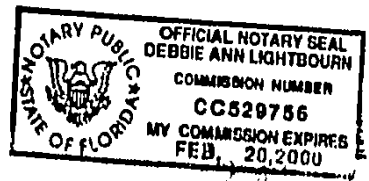
x Terrence K. Marshall

STATE OF Fla.
COUNTY OF Alachua

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of Oct, 1996 by Terrence K. Marshall (Name of incorporator) of Class Cape, Inc. (Name of Corporation)

Notary Public
Debbie Ann Lightbourn
My Commission Expires: _____

(SEAL)
ARTICLES OF INCORPORATION FILING FEE: \$20



**CERTIFICATE DESIGNATING
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.

CLASS CAPS, INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

TERRENCE K. MARSHALL

1257 Jann Avenue

(P. O. BOX NOT ACCEPTABLE)

Opa Locka, Florida 33054

(CITY/STATE/ZIP)

SIGNATURE

Terrence K. Marshall
(Corporate Officer)

TITLE

President

DATE

Oct. 21, 1996

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.

SIGNATURE

Terrence K. Marshall
(Registered Agent)

DATE

10-21-96

FILED
97 MAR 28 AM 9:01
TALLAHASSEE, FLORIDA