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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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NAME: OVERTOWN ARCADE, INC.

AUDIT NUMBER.....H97000005425

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

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ARTICLES OF INCORPORATION

OF

OVERTOWN ARCADE, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I.

The name of the corporation shall be OVERTOWN ARCADE, INC.

II.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses, and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of

Prepared by:  
Wilfrid M. Whitney, Esquire  
Florida Bar # 379093  
201 West Flagler Street  
Miami, Florida 33130  
Tel: (305) 373-5313

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this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers, and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares at \$1.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$1,000.00

V.

The existence of this corporation shall be perpetual.

VI.

The principal office of this corporation shall be located at 158 N.W. 14th Street, Miami, Florida 33136.

VII.

The Board of Directors of this corporation shall consist of not less than one nor more than three members.

VIII.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

JIMMY MARTIN

158 N.W. 14th Street  
Miami, Florida 33136

CARL DUNKLIN

158 N.W. 14th Street  
Miami, Florida 33136

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IX.

The registered agent and the registered office for this corporation is:

WILFRID M. WHITNEY, ESQUIRE  
201 West Flagler Street  
Miami, Florida 33130  
Tel: (305) 373-5313

X.

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$1,000.00 amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JIMMY MARTIN	158 N.W. 14th Street Miami, Florida 33136	500	\$500.00
CARL DUNKLIN	158 N.W. 14th Street Miami, Florida 33136	500	\$500.00

XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

CARL DUNKLIN	158 N.W. 14th Street Miami, Florida 33136	President/Treasurer
JIMMY MARTIN	158 N.W. 14th Street Miami, Florida 33136	Vice President/ Secretary

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or

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the successor of all shares of the stockholders, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, and TREASURER such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I heraby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
WILFRID M. WHITNEY, ESQUIRE

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STATE  
DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, We have hereunto made, subscribed and acknowledged these Articles of Incorporation.

*Jimmy Martin*  
JIMMY MARTIN  
*Carl Dunklin*  
CARL DUNKLIN

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JIMMY MARTIN and CARL DUNKLIN, known to me to be the persons described in and who executed these Articles of Incorporation and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true, that I relied upon the following form of identification of the above named persons: DRIVERS LICENSE

\_\_\_\_\_ and that an oath was taken.

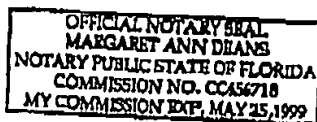
WITNESS my hand and seal at Miami, Dade County, Florida, this 1st day of April, 1997.

*Margaret Ann Deans*  
NOTARY PUBLIC, State of Florida

MARGARET ANN DEANS  
Printed Notary Signature

My Commission Expires:

Seal



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