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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

EFFECTIVE DATE
4-24-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WAYNE BAILEY, INC.

AUDIT NUMBER.....H97000006883

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
WAYNE BAILEY, INC.

I, WAYNE BAILEY, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the state of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the ____24____ day of APRIL_____, 1997. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

WAYNE BAILEY, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent and natural persons might or could do, viz:

COMMERCIAL AND RETAIL SALES

and do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or

authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations

Prepared by Carol Serchay, Accountant
5310 N. W. 33 Avenue
Suite 110

Fort Lauderdale, Florida 33309
954-494-3900

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as may be provided by law; capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

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

ARTICLE V

The initial address of said corporation shall be:

4971 N W 75th AVENUE
LAUDERHILL, FLORIDA 33309

with the privilege of having its office and branch offices at other places within or without the State of Florida.

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The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
WAYNE BAILEY	4971 N W 75 AVE LAUDERHILL, FL 33306

ARTICLE VIII

The name and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

NAME	ADDRESS	NO. OF SHARES
WAYNE BAILEY	4971 N W 75th AVENUE LAUDERHILL, FL 33309	1,000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally
appeared WAYNE BAILEY, well known to me to
be the individuals described in and who executed the
foregoing Certificate of Incorporation, and acknowledged
before me they they executed the same for the purposes
therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at Broward County, Florida, this 24_ day of
APRIL, 1997.



Carl Serchay
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

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ACKNOWLEDGEMENT

Having been named as Registered Agent for the Above
stated Corporation at the place designated in these Articles
I hereby accept to act in this capacity, and agree to comply
with the provisions of all applicable statutes relative to
keeping open said office.

Allan Serchay
REGISTERED AGENT
ALLAN SERCHAY

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ARTICLE X

The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVE., #110
PORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN BERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida, this 24 day of APRIL, 1997.

Wayne Bailey (SEAL)
WAYNE BAILEY

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