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4/30/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: RUST MAGIC, INC.

AUDIT NUMBER.....H97000007132

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

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation RUST MAGIC, INC.
Address of Corporation 5672 ROCK ISLAND ROAD SUITE 259
TAMARAC, FLORIDA 33319 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of none. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: MICHAEL CASPER
and 5672 ROCK ISLAND RD. SUITE 259
REGISTERED AGENT: TAMARAC, FLORIDA 33319

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Michael Casper 4/30/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. ALBERT BOUGANIM
9703 ARBOR OAK
BOCA RATON, FLORIDA 33428

Article 5: The Name and Address of the INCORPORATOR is:

MICHAEL CASPER
5672 ROCK ISLAND ROAD SUITE 259
TAMARAC, FLORIDA 33319

In witness whereof I have subscribed my name

Michael Casper
Signature of Incorporator

MICHAEL CASPER

497-7132

Prepared by:

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54 NW 11th Street
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305-358-2571