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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: R.E. STEWART ASSOCIATES, INC.
AUDIT NUMBER.....H97000007121
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
R.E. STEWART ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is R.E. STEWART ASSOCIATES, INC.

ARTICLE II - PRINCIPAL ADDRESS

1160 Manor Court, Weston, Florida 33326

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1160 Manor Court, Weston, Florida 33326 and the name and address of the initial registered agent is ROBERT STEWART, 1160 Manor Court, Weston, Florida 33326.

Prepared by:
Law offices of Gregory A. Ebenfeld, P.A.
Gregory A. Ebenfeld, Esq.
Florida Bar #0968005
9900 Suning Road, Suite 208
Cooper City, Florida 33024
954-430-5641

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EMPIRE CORPORATE KIT

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director are:

ROBERT STEWART 1160 Manor Court Weston, Florida 33326	ENRIQUE HUGUES 13242 SW 103 Place Miami, Florida 33176	NICHOLAS ALTER 19322 NW 11th Street Pembroke Pines, Florida 33029
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GEORGE CARAGHIAUR
220 SE 12th Court
Pompano Beach, Florida 33060

ARTICLE VIII - INCORPORATOR

The name and address of the people signing these articles are:

ROBERT STEWART
1160 Manor Court
Weston, Florida 33326

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

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ARTICLE XII - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 30 day of April, 1997.



ROBERT STEWART, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Robert Stewart, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 30 day of April, 1997.



Notary Public
my commission expires:



GREGORY EBERFELD
My Commission C024400
Expires Jun. 18, 1997
Bonded by HAI
800-422-1848

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT R.E. STEWART ASSOCIATES DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WESTON, 1160 MANOR COURT, WESTON, FLORIDA 33326, STATE OF FLORIDA, HAS NAMED ROBERT STEWART (REGISTERED AGENT)

LOCATED AT 1160 MANOR COURT, WESTON, FLORIDA 33326, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Robert Stewart
ROBERT STEWART

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.

SIGNATURE: Robert Stewart
ROBERT STEWART

DATE: 4/30/97

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