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NAME: HARD CORE CORPORATION OF MIAMI

AUDIT NUMBER.....H98000006188

DOC TYPE.....BASIC AMENDMENT

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**AMENDED ARTICLES OF INCORPORATION
OF
HARD CORE CORPORATION OF MIAMI**

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ARTICLE I. - CORPORATE NAME.

The name of this corporation is Hard Core Corporation of Miami.

ARTICLE II. - PRINCIPAL OFFICE.

The principal place of business of this corporation is: 7251 Biscayne Blvd., Miami, Florida 33138. The mailing address is: 7251 Biscayne Blvd., Miami, Florida 33138.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact all lawful business for which corporations may be incorporated under the laws of the State of Florida without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things to exercise any and all other powers, either as principal, agent or broker, confirmed by the laws of Florida upon corporations formed under the law of the State, and which now or hereafter may authorized by law.

ARTICLE IV - DURATION

The period of duration of this corporation is perpetuity.

ARTICLE V. - CAPITAL STOCK.

The authorized capital stock of this corporation shall consist of One Hundred Shares (100) of common stock with a One Dollar (\$1.00) par value per share.

Prepared by: Inger M. Garcia, Esq.
Law Office of Inger M. Garcia
165 S. Miami Ave., PH1
Miami, Florida 33134
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Fax (305) 373-4132
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ARTICLE VI - BOARD OF DIRECTORS

The board of directors shall consist of one director: Gaye R. Levine, 7251 Biscayne Blvd., Miami, Florida 33138.

ARTICLE VII - OFFICERS

Gaye R. Levine - President, Vice-President, and Secretary/Treasurer.

ARTICLE VIII. - REGISTERED AGENT AND OFFICE.

The name and address of the registered agent is: Inger M. Garcia, Esq., 155 S. Miami Avenue, PH1, Miami, Florida 33130.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and shall advance expenses on behalf of its Corporate Officers and Directors to the fullest extent not prohibited by law in existence either now or hereafter.

Prepared by: Inger M. Garcia, Esq.
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(305) 373-2932

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Adoption of Amended Articles of Incorporation

These Amended Articles of Incorporation were adopted on December 29, 1997 by the sole shareholder Gaye R. Levine.

Registered Agent

The undersigned, having been named as the registered agent and to accept service of process for Hard Core Corporation of Miami at the place designated in this certificate, hereby accepts the appointment and designation as registered agent and agrees to act in this capacity. The undersigned is familiar with, and accepts the obligations of such position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties as registered agent.


Inger M. Garcia, Esq.

3/30/98
Date


Gaye R. Levine
President

3/30/98
Date

Prepared by: Inger M. Garcia, Esq.
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