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FAX #: (904)922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMITH

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NAME: AVALON CAPITAL CORP.

AUDIT NUMBER.....H97000009322

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

CERT. OF STATUS..0 PAGES..... 2

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**ARTICLES OF INCORPORATION
OF
AVALON CAPITAL CORP.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Avalon Capital Corp.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

1440 S. Ocean Blvd., Suite 9-D
Pompano Beach, Florida 33062

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Prepared by: Steven C. Elkin, Esq.
Bar No. 0712566
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Fort Lauderdale, FL 33302
(954) 575-7500

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Jun. 6. 1997 8:29AM

No. 2967 P. 3/3

H97000009322

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Paul Lepine
1440 S. Ocean Blvd., Suite 9-D
Pompano Beach, Florida 33062

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

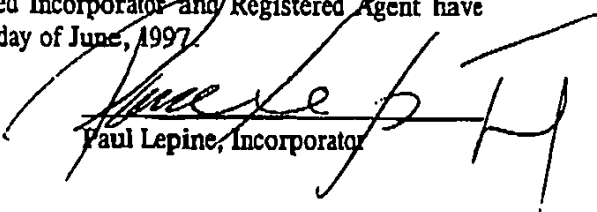
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1440 S. Ocean Blvd., Suite 9-D
Pompano Beach, Florida 33062

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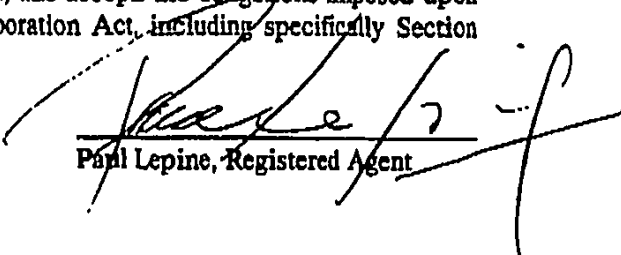
**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 6 day of June, 1997.


Paul Lepine, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Paul Lepine, Registered Agent

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