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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: THE RACHEL COMPANY

AUDIT NUMBER.....H97000009718

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

EMPIRE

SUBJECT: THE KILPATRICK CORPORATION
REF: W97000014000

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ARTICLES OF INCORPORATION

OF

THE RACHEL W. CORPORATION

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be The Rachel W. Corporation and its Principal Office Address is:

4250 S.W. 59th Avenue
Ft. Lauderdale, FL 33314

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one-hundred (100) shares.

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0)

Instrument Prepared by:
Walter G. Latimer, Esq.
1011 Ives Dairy Road
Suite 210
Miami, FL 33179
Ph: (305) 999-9199
Florida Bar No.: 679097

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ARTICLES V- DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

Walter G. Latimer
1011 Ives Dairy Road
Suite 210
Miami, FL 33179

ARTICLES VII - DIRECTORS

This Corporation shall have ~~three~~ (3) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

RACHEL W. KATZ : 302 N. Greenwood Avenue
Lehigh, FL 33972

JOSEPH E. KATZ: 302 N. Greenwood Avenue
Lehigh, FL 33972

DAN W. KATZ: 4250 S.W. 59th Avenue
Ft. Lauderdale, FL 33314

ARTICLESVIII - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

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PRESIDENT: Rachel W. Katz (holding 51% of the shares)

VICE-PRESIDENT: Joseph E. Katz (holding 49% of the shares)

SECRETARY/TREASURER: Dan J. Katz (holding 0% of the shares)

ARTICLES IX - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation as Incorporator(s) is:

Walter G. Latimer 1011 Ives Dairy Road, Suite 210, Miami, FL 33179

ARTICLES X - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 16 day of June, 1997.

Walter G. Latimer
WALTER G. LATIMER, INCORPORATOR

STATE OF FLORIDA)

)ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, WALTER G. LATIMER, well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this 16 day of June, 1997.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



ALMA ENRIQUEZ
My Commission 00487434
Expires May. 24, 1998
Bonded by NNA
800-422-1585

11:51 JUN-16-1997
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EMPIRE CORPORATE KIT

JUN-16-1997 11:51

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING PERSON UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with
said Act:

THAT THE RACHEL W. CORPORATION, desiring to organize under the Laws of the
State of Florida, has named Walter G. Latimer, whose office is located at 1011 Ives Dairy Road,
Suite 210, Miami, FL 33179, as its agent to accept service of process within the State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated Corporation, at the place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County,
Florida, on this 16 day of June, 1997.

By: 
WALTER G. LATIMER

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