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EMPIRE CORPORATE KIT

P.01

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((H97000010147 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: BODHISATVA, INC.

AUDIT NUMBER.....H97000010147

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

CERT. OF STATUS..0

PAGES..... 4

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EMPIRE CORPORATE KIT

P.02

Articles of Incorporation
of
BODHISATTVA, INC.

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SECRET
TALLAHASSEE
FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name and initial address of this corporation shall be BODHISATTVA, INC., 4371 NW 51st Street, Coconut Creek, FL 33073.

ARTICLE II

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The initial registered office of this corporation shall be at 4371 NW 51st Street, Coconut Creek, Florida with the privilege of having its principle offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be STEVEN POPKIN.

ARTICLE VI

The name and address of the incorporator is STEVEN POPKIN, 4371 NW 51st Street, Coconut Creek, FL 33073.

This document prepared by: Donald H. Bulkus, Esquire, 1946 NW 54th Avenue, Margate, FL 33063 (954) 974-2704, Florida Bar Number # 543993

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ARTICLE VII

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The name and address of the person who is to serve as a member of the initial board of directors is:

STEVEN POPKIN, 4371 NW 51st Street, Coconut Creek, FL 33073

ARTICLE VIII

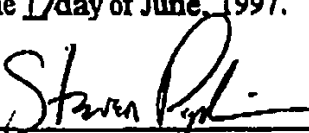
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

STEVEN POPKIN, President, 4371 NW 51st Street, Coconut Creek, FL 33073

Executed by the undersigned on the 17 day of June, 1997.



STEVEN POPKIN
Incorporator

State of Florida
County of Boward

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared STEVEN POPKIN to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed and who was personally known to me or who has produced a Driver's License as identification and who did take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17 day of June, 1997.

My commission expires:


Notary Public

DH Bales
My Commission CC04308
Expires June 3, 2001

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that BODHISATTVA, INC. desiring to organize under the laws of the State of Florida, has named STEVEN POPKIN, 4371 NW 51st Street, Coconut Creek, Florida 33073, County of Broward, State of Florida as its statutory registered agent.

Having been named to the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


STEVEN POPKIN, Registered Agent

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this 19 day of June, 1997, by STEVEN POPKIN, who was personally known to me or who has produced a Driver's License as identification and who did take an oath.


Notary Public

My commission expires:



DH BULL
My Commission C0000000
Expires June 2, 2001

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TALLAHASSEE, FLORIDA

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