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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: SURPLUS MANAGEMENT, INCORPORATED AUDIT NUMBER.....H97000010623 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/27/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

SURPLUS MANAGEMENT, INCORPORATED

(name of corporation)

ARTICLE I - CORPORATE SURPLUS MANAGEMENT, INCORPORATED

The name of the corporation is:

SURPLUS MANAGEMENT, INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of 1.00 Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

SURPLUS MANAGEMENT, INCORPORATED:
ADDRESS: 1500 N. Cypress Creek Road # 505

CITY: Ft. Lauderdale FLORIDA ZIP 33309

The name and street address of the Initial Registered Agent of this Corporation is:

SURPLUS MANAGEMENT, INCORPORATED: Gerry Goodin
ADDRESS: 1500 N. Cypress Creek Road # 505

CITY: Ft. Lauderdale FLORIDA ZIP 33309

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Rowlyn C. Lewin, P.A.
7975 West McNab Road
Tamarac, FL 33321
FBN: 832200
(305) 720-6500
FAX: (305) 720-7502

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Gerry Goodin

ADDRESS: 1500 W. Cypress Creek Road # 505

CITY: Ft. Lauderdale FLORIDA ZIP 33309

Michael Berman

ADDRESS: 1500 W. Cypress Creek Road # 505

CITY: Ft. Lauderdale FLORIDA ZIP 33309

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Gerry Goodin

ADDRESS: 1500 W. Cypress Creek Road # 505

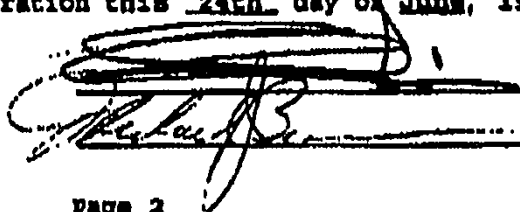
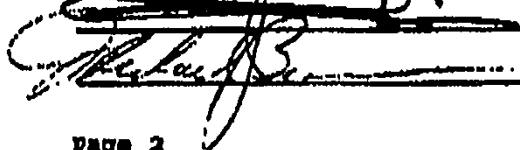
CITY: Ft. Lauderdale FLORIDA ZIP 33309

Michael Berman

ADDRESS: 1500 W. Cypress Creek Road # 505

CITY: Ft. Lauderdale FLORIDA ZIP 33309


IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24th day of JUNE, 1997.

 (Seal)
 (Seal)

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STATE OF FLORIDA)
COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

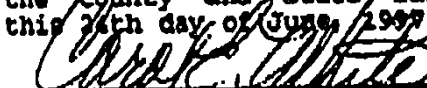

Signature

6-350-280-50-310-0
Form of Identification
B 655-550-55-005-0
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Notary Rubber Stamp
Seal

Witness my hand and official seal in the County and State last aforesaid this 24th day of June, 1997.


Notary Signature
Carol E. White
Printed Notary Signature



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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Surplus Management, Incorporated

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1500 W. Cypress Creek Road # 505

CITY: FL. Lauderdale FLORIDA ZIP 33309

has named Garry Goodin

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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TALLAHASSEE, FLORIDA

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