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7/03/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: CLASSIC PADS, INC.

AUDIT NUMBER.....H97000010981

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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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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TALLAHASSEE, FLORIDA

6m 7/3/97

ARTICLES OF INCORPORATION
OF

CLASSIC PADS, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CLASSIC PADS, INC.

The principal place of business of this corporation shall be:

848 W. 18th ST., HIALEAH, FLORIDA 33010

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1000 shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ANTHONY GRANA
848 W. 18th ST.
HIALEAH, FLORIDA 33010

PREPARED BY:
ANTHONY GRANA
848 W. 18th ST.
HIALEAH, FLORIDA 33010
(305) 887-1552

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of Incorporation is(are):

ANTHONY GRANA 14732 SW 111th TERRACE, MIAMI, FLORIDA 33196

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 3rd day of JULY, 1997.

Signature(s) of Incorporator(s)

A handwritten signature in dark ink, appearing to read "Anthony Grana", is written over a horizontal line. Below this line are two more empty horizontal lines for additional signatures.

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TALLAHASSEE, FLORIDA
JUL 11 1997

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

CLASSIC PADS, INC.

2. The name and address of the registered agent and office is:

ANTHONY GRANA 848 W. 18th STREET

(P.O. BOX NOT ACCEPTABLE)

HIALEAH, FLORIDA 33010

(CITY/STATE/ZIP)

SIGNATURE

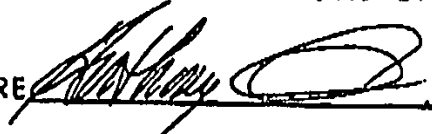


TITLE PRESIDENT

DATE JULY 3, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE JULY 3, 1997

H97000010981