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JEANNETTE G. ANDREWS, ESQ.

Requestor's Name

6255 N.W. 7TH AVE.

Address

MIAMI, FL 33150

City/State/Zip

Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

OF

SCHULTZ HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SCHULTZ HOLDINGS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing of the corporation is 1361 NE 148th Street, N. Miami, FL 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 1361 NE 148th Street, Miami, FL 33161, and the registered agent at that office is TREVOR ROOSEVELT SHOOTES.

ARTICLE VIII: INITIAL BOARD OF DIRECTOR

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Initial Board of Directors of the Corporation shall be comprised of:

TREVOR R. SHOOTES
1361 NE 148th Street
N. Miami, FL 33161

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

TREVOR R. SHOOTES
1361 NE 148th Street
N. Miami, FL 33161

IN WITNESS WHEREOF, I, TREVOR R. SHOOTES, the undersigned incorporator, has
signed these Articles of Incorporation on this 17 day of July, 1997, and
acknowledged the same to be my act.



TREVOR R. SHOOTES

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of July,
1997 by TREVOR R. SHOOTES, who personally appeared before me at the time of
notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S
LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Geraldine M. Bello
STATE OF FLORIDA AT LARGE



Geraldine Mathis Bello
My Commission CC677991
Expires Aug. 18, 2000

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That SCHULTZ HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office at 1361 NE 148th Street, as indicated in the Articles of Incorporation at City of N. MIAMI, County of DADE, State of Florida, has named TREVOR R. SHOOTES, at 1361 NE 148th Street, in the City of N. MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:

Trevor Shootes
TREVOR R. SHOOTES

DATE:

July 17, 1997

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TALLAHASSEE, FLORIDA