

STEVEN J. ASARCH, P.A.

Law Offices

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July 18, 1997

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97 JUL 23 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
New Filing Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

RE: ASARCH FAMILY ENTERPRISES, INC.

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-07/23/97-01084-002
***122.50 ***122.50

Dear Sir/Madam:

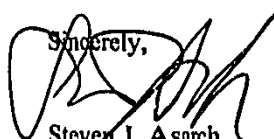
Enclosed herewith please find the original and one copy of the Articles of Incorporation filed on behalf of our client **ASARCH FAMILY ENTERPRISES, INC.** along with a check in the sum of \$122.50 covering the following fees:

Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Designation of Registered Agent	\$ 35.00
TOTAL FEES	\$122.50

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible. A self-addressed, stamped envelope is enclosed for the purpose of expediting the return of these documents.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call.

Sincerely,


Steven J. Asarch
Attorney at Law

SJA\vrg
Enclosures

F. 01084-002

JUL 25 1997

ARTICLES OF INCORPORATION
OF
ASARCH FAMILY ENTERPRISES, INC.

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

ARTICLE I
NAME

The name of the corporation shall be:

ASARCH FAMILY ENTERPRISES, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is in care of Steven J. Asarch, P.A., Corporate Centre, Suite 200, 7777 Glades Road, Boca Raton, Florida 33434. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.
The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share;
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to

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cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon;

- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is STEVEN J. ASARCH. The street address of the initial registered agent of this corporation is 7777 Glades Road, Suite 200, Boca Raton, FL 33434.

ARTICLE VII

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 in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial directors of this corporation are:

STEVEN J. ASARCH
7140 LIONS HEAD LANE
BOCA RATON, FLORIDA 33496

GAIL M. ASARCH
7140 LIONS HEAD LANE
BOCA RATON, FLORIDA 33496

ARTICLE VIII
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of all shareholders shall be required for any amendment or repeal.

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles is STEVEN J. ASARCH, 7777 Glades Road, Suite 200, Boca Raton, FL 33434, whose Florida Bar Number is 223522.

The undersigned has executed these Articles of Incorporation this 18 day of July, 1997.



STEVEN J. ASARCH, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 is:

ASARCH FAMILY ENTERPRISES, INC.

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

STEVEN J. ASARCH
7777 Glades Road
Suite 200
Boca Raton, FL 33434



STEVEN J. ASARCH, INCORPORATOR

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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.



STEVEN J. ASARCH,
REGISTERED AGENT

DATED: July 18, 1997