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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
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ANDREW MELTZER ENTERPRISES, INC.
AUDIT NUMBER.....H97000012272
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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** ENTER 'M' FOR MENU. **

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ARTICLES OF INCORPORATION
OF
ANDREW MELTZER ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ANDREW MELTZER ENTERPRISES, INC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is 1300 SW 92nd Avenue, Suite 114-B, Miami, Florida 33176

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Dave Cowheard
485 S.W. 183rd Way
Pembroke Pines, Fl 33029
(305) 857-6795

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ARTICLES OF INCORPORATION
OF
ANDREW MELTZER ENTERPRISES, INC.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1200 West Avenue, Suite 831, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is Jesse T. Singer.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director 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 name and address of the initial director of this Corporation is:

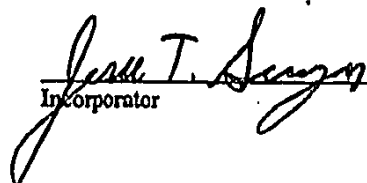
ANDREW MELTZER
1300 SW 92ND AVENUE, SUITE 114-B
MIAMI, FLORIDA 33176

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

JESSE T. SINGER
1200 WEST AVENUE, SUITE 831
MIAMI, FLORIDA 33139

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of July, 1997.


Incorporator

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STATE OF FLORIDA)
COUNTY OF Dade) SS.

The foregoing instrument was acknowledged before me on July 12, 1997, by Jesse T. Singer, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: Michelle Moyano
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission CC471218
Expires Jul. 06, 1999
Bonded by ANG
800-462-6878

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CERTIFICATE OF REGISTERED AGENT

OF

ANDREW MELTZER ENTERPRISES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That ANDREW MELTZER ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Dade, State of Florida, has named JESSE T. SINGER as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 17 day of July, 1997.


JESSE T. SINGER

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TALLAHASSEE, FLORIDA

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