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ADH Enterprises, Inc. 1310 Bay Harbor Drive, Suite 302 Palm Harbor, FL 34685

July 31, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: ADH Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for ADH Enterprises, Inc.

Please file the Articles and return a stamped copy of them to me in the enclosed self-addressed, stamped envelope.

Also enclosed is my check in the sum of \$122.50 payable to Secretary of State for your filing fee.

Thanking you in advance for your cooperation, I am

Sincerely Yours,

Alan D. Hurwitz
Alan D. Hurwitz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ADH ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **ADH ENTERPRISES, INC.**
2. **Principal Office/Mailing Address.** The principal office of the corporation is 1310 Bay Harbor Drive, Suite 302, Palm Harbor, Florida 34685. The mailing address of the corporation is 1310 Bay Harbor Drive, Suite 302, Palm Harbor, Florida 34685.
3. **Duration.** The period of its duration shall be perpetual.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

ALAN D. HURWITZ
1310 Bay Harbor Drive, Suite 302
Palm Harbor, FL 34685

7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALAN D. HURWITZ	1310 Bay Harbor Drive Suite 302 Palm Harbor, FL 34685

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALAN D. HURWITZ	1310 Bay Harbor Drive Suite 302 Palm Harbor, FL 34685

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of July, 1997.



ALAN D. HURWITZ
INCORPORATOR



ALAN D. HURWITZ
REGISTERED AGENT

STATE OF FLORIDA)

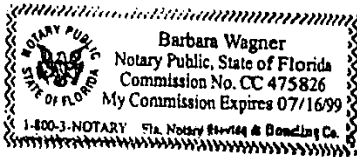
COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of July, 1997, by ALAN D. HURWITZ who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Barbara Wagner

NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA WAGNER

My Commission Expires:



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STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That ADH ENTERPRISES, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Harbor, State of Florida, has named ALAN D. HURWITZ, 1310 Bay Harbor Drive, Suite 302, Palm Harbor, Florida 34685, as its Registered Agent to accept service of process within the State of Florida.

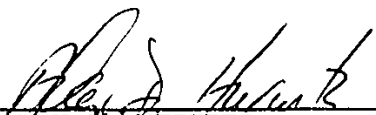
DATED: July 29, 1997.

**ADH ENTERPRISES, INC.,
a Florida corporation**

By: 
Alan D. Hurwitz, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 29, 1997.


ALAN D. HURWITZ
REGISTERED AGENT