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ELLIOT L. MILLER  
ATTORNEY AT LAW

594-1010

SUITE 110  
900 ARTHUR GODFREY ROAD  
MIAMI BEACH, FL 33140-8340

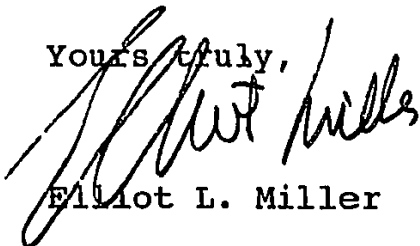
August 5, 1997

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 323 14

Gentlemen;

Enclosed is the newly-executed application for incorporation of 9745 Corp., Inc. which you are respectfully requested to file in the usual fashion, sending to us your routine acknowledgement letter reflecting that the corporation has been duly filed and created and further giving to us the document number being assigned by you to this new corporation. We enclose a check in your favor for the filing fees required. Certified copies are not requested at this time. If there are ANY questions or problems, do please favor us with a phone call so that such can be rectified promptly.

Yours truly,

  
Elliot L. Miller

EM:L  
enclosure  
# 11751

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CERTIFICATE OF INCORPORATION

OF

9745 Corp, Inc.

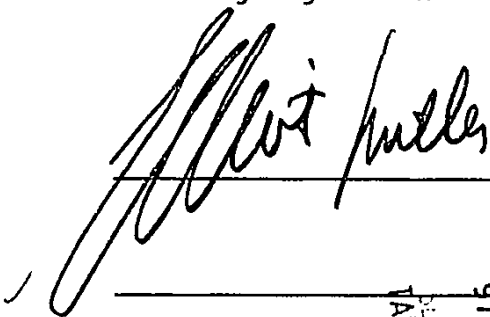
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ARTICLE ONE: The name of the corporation shall be: 9745 Corp, Inc.
- ARTICLE TWO: The capital stock of this corporation shall consist of 500 shares, of \$ 1.00 par value.
- ARTICLE THREE: The amount of capital with which this corporation shall commence its business will be not less than five hundred dollars (\$500.00).
- ARTICLE FOUR: This corporation shall have perpetual existence as provided for by Florida law.
- ARTICLE FIVE: The principal office of this corporation may not yet be established but its mailing address is: 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE SIX: This corporation shall be managed by not less than one director, nor more than fifteen (15) as further provided for by its by-laws hereinafter enacted, and may be a single director corporation as authorized by law.
- ARTICLE SEVEN: The names and addresses of the members of the first board of directors are: Elliot L. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE EIGHT: The names and addresses of the subscribers to these articles of incorporation are: Elliot L. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140.
- ARTICLE NINE: Resident Agent Designation. The aforesaid corporation, desiring to organize under the laws of the State of Florida with its principal place of business to be as aforesaid, has named: Judith A. Frankel located at: 960 Arthur Godfrey Road, Suite 116, Miami Beach,

Florida 33140 as its agent to accept service of process within this state, and the said designated agent located at the aforesaid place hereby accepts this designation and agrees to act in this capacity, and further agrees to comply with the provisions of the said laws relative to keeping open said office.

Accepted:   
Judith A. Frankel (designated agent)

In witness whereof we hereunto subscribe to the foregoing articles of incorporation.



STATE OF FLORIDA  
COUNTY OF DADE

Acknowledged before me this August 5, 1997

\_\_\_\_\_  
Notary Public (seal)

My Commission Expires:

FILED  
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TALLAHASSEE, FLORIDA