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Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

August 5, 1997

Department of State
Division of Corporations
P.O. Box 6327
• Tallahassee, FL 32314

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-08/08/97--01133--017
*****70.00 *****70.00

SUBJECT: Regell Enterprises, Inc.
(Proposed corporate name)

To Whom It May Concern:

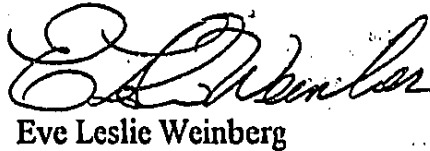
Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Regina R. Schroeffer
Regell Enterprises, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,



Eve Leslie Weinberg
Vice President/Administrative Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 Aug-8 PM 1:44

ELW/jw

8-12-97
WS

Articles of Incorporation
of

Regell Enterprises, Inc.

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

ARTICLE I - NAME

The name of the corporation shall be:

Regell Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8560 Sherman Circle North, #206
Miramar, FL 33025

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Regina R. Schroepfer
8560 Sherman Circle North, #206
Miramar, FL 33025

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Regina R. Schroepfer
8560 Sherman Circle North, #206
Miramar, FL 33025

Ella Jakobi
8560 Sherman Circle North, #206
Miramar, FL 33025

ARTICLE VI - PURPOSES

Business Purpose: To provide sales and consulting services to businesses and to the general public.

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

5th day of August, 1997.


Regina R. Schroepfer

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:

Regell Enterprises, Inc.

The registered agent and office is:

Regina R. Schroepfer
8560 Sherman Circle North, #206
Miramar, FL 33025

X Regina R. Schroepfer
Regina R. Schroepfer

X 5 Aug 97
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 POSITIONS AS REGISTERED AGENT.

X Regina R. Schroepfer
Regina R. Schroepfer

X 5 Aug 97
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 Aug -8 PM 1:14

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X Regina R. Schroepfer
Regina R. Schroepfer

X 5 Aug 97
Date

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 Aug -8 PM 1:44