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AME: CITADEL INVESTMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CITADEL INVESTMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: CITADEL INVESTMENT, INC.

Principal Office: 11635 N.E. 21 DRIVE  
NORTH MIAMI, FLORIDA 33181

ARTICLE II

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of One-Dollar (\$1) par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

CUMULATIVE VOTING

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is nonvoting) shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice-president of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors, that such shareholders intend to cumulate his vote at said election.

NASHID SABIR, ATTORNEY AT LAW  
18350 NW 2ND AVENUE  
NATIONSBANK BLDG. FIFTH FL.  
MIAMI, FLORIDA 33169  
(305) 770-1778  
FLORIDA BAR: 363091

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ARTICLE VIII

INITIAL BOARD OF DIRECTOR(S)

The Corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name(s) and address(es) of the initial directors of the Corporation is:

Name(s)

Address(es)

Khalid Salahuddin

11635 N.E. 21 Drive  
Miami, Florida 33181

ARTICLE IX

INITIAL OFFICER(S)

The name(s) and address(es) of the initial Officers of the Corporation is:

Khalid Salahuddin, President

ARTICLE X

INITIAL SHAREHOLDER(S)

The name(s) of the initial stockholder(s) of the Corporation as well as their respective shares is:

Name(s)

Share(s)

Khalid Salahuddin

100%

ARTICLE XI

SPECIAL VOTE REQUIREMENTS

The following acts of the Corporation shall not be performed without the written consent of affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) amendment of the Articles of Incorporation
- (2) amendment of the Bylaws of the Corporation
- (3) increase of the capital stock of the Corporation
- (4) voluntary bankruptcy of the Corporation
- (5) dissolution of the Corporation
- (6) change in preemptive rights in the corporate stock
- (7) abolition of cumulative voting

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ARTICLE V

PREEMPTIVE RIGHTS

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Nashid Sabir

INITIAL REGISTERED OFFICE: 18350 N.W. 2nd Avenue, 5th Floor  
Miami, Florida 33169

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



NASHID SABIR  
REGISTERED AGENT:

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STATE  
SECRETARY  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XII  
INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Khalid Salahuddin

ADDRESS: 11635 N.E. 21 Drive, Miami, Florida 33181

*Khalid A. Salahuddin*  
KHALID SALAHUDDIN  
Incorporator

Personally appeared before me, the undersigned authority, KHALID SALAHUDDIN, who signed the foregoing Affidavit in my presence and who being by me first duly sworn, deposes and says that he knows the contents of said Affidavit.

5th Witness my hand and official seal at \_\_\_\_\_ this  
day of August, 1997.

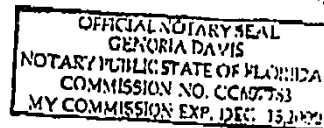
*GENORIA DAVIS*

Name of Notary Public

My commission expires: 12/15/2000

*Genoria Davis*  
Signature of Notary

Affiant Known & Produced I.D.  
Type of ID: Florida Driver License



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