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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: P-CON ENTERPRISES, INC.

AUDIT NUMBER.....H97000013868

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

P-CON ENTERPRISES, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is P-CON ENTERPRISES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 2240 NW 171ST Terrace, Miami, FL, and mailing address of Corporation is P. O. Box 55-2664, Carol City, FL 33055.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ.
6265 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934
FLA. BAR #: 0075124

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, is 2240 NW 171ST Terrace, Miami, FL 33056, and the registered agent at that office is CONNAIL JOHNSON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

PATRICIA S. JOHNSON
2240 NW 171ST Terrace
Miami, FL 33056

CONNAIL JOHNSON
2240 NW 171ST Terrace
Miami, FL 33056

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

CONNAIL JOHNSON
2240 NW 171ST Terrace
Miami, FL 33056

IN WITNESS WHEREOF, I, CONNAIL JOHNSON, the undersigned incorporator, have signed these Articles of Incorporation on this 20th day of August, 1997, and acknowledged the same to be my act.

Connail Johnson
CONNAIL JOHNSON

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of August, 1997 by CONNAIL JOHNSON, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA IDENTIFICATION CARD as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission Expires 09/18/98
Expires Sep. 18, 1998
Bonded by HAI
800-422-1542

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That P-CON ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office 2240 NW 171st TERRACE, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named CONNAIL JOHNSON, at 2240 NW 171st TERRACE, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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 position as registered agent.

BY: Connail Johnson
CONNAIL JOHNSON

DATE: August 20, 1997

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