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9/22/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: ALL ON EARTH, INC.

AUDIT NUMBER.....H97000015720

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

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation ALL ON EARTH, INC.  
Address of Corporation 701 NORTHWEST 201st STREET  
MIAMI, FLORIDA 33169

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).


Article 3: REGISTERED AGENT RULX DAMAS  
and 701 N.W. 201st STREET  
REGISTERED OFFICE: MIAMI, FLORIDA 33169

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

  
Signature of Registered Agent 9/22/97  
Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)  
First listed is President. Second is Vice-President. Then, sec/treasurer  
1. RULX DAMAS  
701 NORTHWEST 201st STREET  
MIAMI, FLORIDA 33169

Article 5: The Name and Address of the INCORPORATOR is:  
RULX DAMAS  
701 NORTHWEST 201st STREET  
MIAMI, FLORIDA 33169

In witness whereof I have subscribed my name   
Signature of Incorporator

RULX DAMAS

H97-15720  
Prepared by:

ace INDUSTRIES, INC.  
64 NW 11th Street  
Miami, FL 33136