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(C): DIVISION OF CORPORATIONS

FAX #: (850)922-4001

PROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305) 541-3694

FAX #: (305)541-3770

NAME: FAIR LANE ENTERPRISES, INC.

AUDIT NUMBER...... H97000015790

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

CERT. OF STATUS...0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION OF FAIR LANE ENTERPRISES, INC.

The undersigned subscriber of these Articles of Incorporation natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

FAIR LAME ENTERPRISES, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

Prepared by: Corey E. Haffman
Floride Bar No. 229776
3250 Mary Street, Ste. 400
Coconut Brove, FL 33133
(305)442-4333

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EMPIRE CORPORATE KIT

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FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be: 3250 Mary St., \$400, Miami, FL 33133.

<u>SEVENTH</u>: The number of directors constituting the initial board of directors is One (1).

EIGHTH: The name and post office address of the President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

PRESIDENT, DIRECTOR
Richard Bronson, 451 Ocean Drive, Golden Heach, FL 33160
SECRETARY/TREASURER
Dade Sokoloff, 3504 Crystal View Court, Miami, FL 33133

ELECT: The name and post office address of the incorporator is:

Corey E. Hoffman 3250 Mary St. #400 Miami, FL 33133

TENTE: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVERYE: Cumulative voting may be permitted by the terms of the by-laws.

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IN MITHES EEREOF, the par	rty has hereunto set his hand and
seal on this day of septe	E. HOFFILM - INCORPORATOR (SEAL)
STATE OF FLORIDA) COUNTY OF DADE)	•
authorized in the State afores	this day, before me, an officer duly said and in the County aforesaid to lly appeared COREY E. HOPFMAN and trument.
WITNESS my hand and offici aforesaid this day of Se	al seal in the County and State last ptember, 1997.
My Commission Expires:	PION FOR THE PROPERTY OF THE P
	Personally known to me; or Produced identification *********** Oid take an oath Did not take an oath
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE NOR THE SERVICE OF PROCESS WITHIN THE STATE, MANING AGENT UPON WHOM PROCESS MAY BE SERVED.	
Pursuant to Chapter 607.0501 Florida Statutes, the following	

First-That FATR LANE ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation of Dade County, State of Florida has named COREY E, HOFFMAN, 3250 Mary St., Miami, FL 33133 as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (NUST BE SIGNED BY DESIGNATED AGENT)

is submitted, in compliance with said Act:

268-23-1997 13:53 EPPIRE CORPORATE KIT

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Having been named to accept service of process for the above sated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

COREY B. HOFFICE

RIGISTERED AGENT

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