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FLORIDA DIVISION OF CORPORATIONS
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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: CITEP, INC.

AUDIT NUMBER.....H97000016545

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
CITEP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
CITEP, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation shall have two (2) classes of stock. The Corporation shall be authorized to issue 1,000 shares of voting stock at a par value of \$1.00 per share and 1,000.00 shares of non-voting stock at a par value of \$1.00 per share. Both classes of

Marc Birnbaum, Esquire
20801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

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stock shall be entitled to receive the net assets of the Corporation upon the dissolution of the Corporation and shall be entitled to equally share in distributions from the Corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

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

Marc Birnbaum, P.A.
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be:

407 Lincoln Road
Suite 704
Miami, Florida 33140

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

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ARTICLE VI
INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Norman Ciment	407 Lincoln Road Suite 407 Miami Beach, Florida 33140
Warren Tepper	4830 Pinetree Drive Miami Beach, Florida 33140

ARTICLE VII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc Birnbaum	20801 Biscayne Boulevard Suite 400 Miami, Florida 33180

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a

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corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

MBC (SEAL)
Marc Birnbaum

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 6th day of October, 1997 by MARC BIRNBAUM who is personally known to me

Shelley R. Mathews
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
SHELLEY R. MATHEWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC356914
MY COMMISSION EXP. MAY 28 2000

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

MBC
Marc Birnbaum, P.A.

October 6, 1997

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TALLAHASSEE, FLORIDA