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December 9, 1997

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Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

Re: FLF ENTERPRISES, INC.


Gentlepersons:

Enclosed herewith are the Articles of Incorporation with a copy of said articles for the above referenced entity, and a check in the amount of One hundred twenty two dollars and fifty cents (\$122.50), as follows:

Filing fees	\$ 35.00
Registered Agent	35.00
Certified copy	52.50
Total	<u>\$ 122.50</u>

Please return these approved documents to the Registered Agent, E. Siverio, EM Accounting Services, at 7179 Pembroke Road, Pembroke Pines, Florida, 33023, telephone number (305) 966-3030.

Respectfully submitted,


E. Siverio
for the firm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATC & Associates, Inc. d/b/a *EM Accounting*

7179 Pembroke Road • Pembroke Pines, Florida 33023 • (305) 966-3030 • Fax: (305) 966-4777

97-12-12-97

ARTICLES OF INCORPORATION
of
FLF ENTERPRISES, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name and address of the corporation is:

FLF ENTERPRISES, INC.
7180 Wilson Street
Hollywood, Florida 33024

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ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cementery company, a building and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair exposition.

ARTICLE III

The maximum number of shares that this company is authorized to have outstanding at any time is: five hundred (500) shares, par value One dollar (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is no less than Five hundred dollars (\$500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Persuant to S607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be that of 7179 Pembroke Road, Pembroke Pines, Florida, 33023, and the registered agent in the State of Florida shall be E. Siverio, whose business address is 7179 Pembroke Road, Pembroke Pines, Florida, 33023.

ARTICLE VII

This corporation shall have two directors , initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President, Secretary and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Francine Lebrun	7180 Wilson Street Hollywood, Florida 33024	President
Grant Fudger	Same as above	Secretary/ Treasurer

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>	<u>Consideration</u>
Francine Lebrun	Same as above	250	\$1.00 each
Grant Fudger	Same as above	250	\$1.00 each

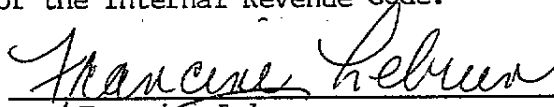
In accordance with Florida Statutes S613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in case of par value shares, may be in excess of par.

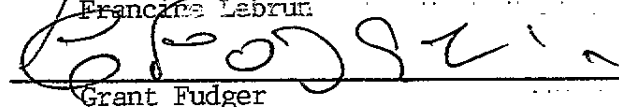
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Carter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.



Francine Lebrun


Grant Fudger

STATE OF FLORIDA:

SS

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared: Francine Lebrun and Grant Fudger - - - - -

well known to be the person(s) described as subscriber(s) in, and who executed the forgoing Articles of Incorporation.

WITNESS my hand and seal this 5th. day of December, 1997.



ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for:

FLF ENTERPRISES, INC.

as named herein, at the place designated in the certificate. I agree to act in this capacity, and agree to comply with the statutory provisions relative to the maintenance of an office.

Signed this 5th. day of December, 1997.



E. Siverio

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA