

PA7000107187

16286 S.W. 88th Ave. Rd.
Miami, Florida 33187
September 11, 1997

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

800002371918--2
-12/15/97-01056-004
****122.50 ****122.50

Re: New Corporation/PENBAR, INC.
Articles of Incorporation

Dear Sir:

Enclosed please find executed copy of Articles of Incorporation for captioned new corporation, together with my check payable to the Secretary of State in the amount of \$122.50 to cover the filing and certified copy fees.

EFFECTIVE DATE
12-11-97

Please register this corporation and return your certificate to the above address indicating date of such registration.

Thank you for your courtesies and cooperation.

Very truly yours,

Inez Hare
Inez Hare

encl.

FILED
97 DEC 17 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
12/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1997

INEZ HARE
16286 S.W. 88TH AVENUE ROAD
MIAMI, FL 33157

SUBJECT: PENBAR, INC.
Ref. Number: W97000027915

We have received your document for PENBAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 097A00058909

16286 S.W. 88th Ave. Rd.
Miami, Florida 33157
December 18, 1997

Dana Calloway, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of PENBAR, INC.
Your Ref. No. W97000027915

Dear Ms. Calloway:

We received the enclosed correspondence from you today.

Article V of the attached Articles of Incorporation lists the Registered Office of the Corporation and, in paragraph 2, the principal office, which is the same.

I have spoken with your office today and they inform me this is adequate, and, according to their instructions, I hereby return the Articles of Incorporation to you for filing at your earliest possible convenience.

Thank you.

Very truly yours,



Inez Hare

Phone: 305-233-4234

encl.

P.S. Please send the notification of incorporation to me at the above address.

ARTICLES OF INCORPORATION
OF
PENBAR, INC.

FILED
97 DEC 17 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PENBAR, INC.

ARTICLE II - DURATION

EFFECTIVE DATE
12-11-97

The Corporation shall commence its existence as of the date of execution and acknowledgement of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred (500) shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2555 N.E. 202nd Street, North Miami Beach, Florida 33180, and the initial Registered Agent of this

Corporation at that address is INEZ HARE.

The Principal address shall be the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

INEZ HARE of
2555 N.E. 202nd Street
North Miami Beach, Florida 33180

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

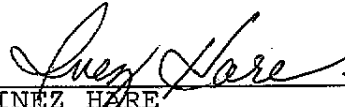
The name and address of the person signing these Articles is INEZ HARE, 2555 N.E. 202nd Street, North Miami Beach, Florida 33180.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or

any amendments hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of December, 1997.

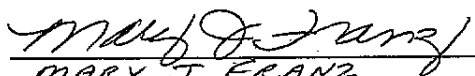

INEZ HARE
Incorporator and Resident Agent

FILED
17 DEC 17 PM 2:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI_DADE)

BEFORE ME, the undersigned authority, personally appeared INEZ HARE, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this // day of December, 1997.


MARY J. FRANZ
Notary Public, State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL
MARY J. FRANZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC338431
MY COMMISSION EXP. JAN. 29, 1998

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept her appointment as Registered Agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


INEZ HARE