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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 338-2971
FAX #: (850) 422-4001
ACCT#: 070744001530
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NAME: THUNDERBOAT FACTORY OUTLET, INC.
AUDIT NUMBER.....H98000000375
DOC. TYPE.....FLORIDA PROFIT CORPORATION OR P.C.
CERT. OF STATUS...0
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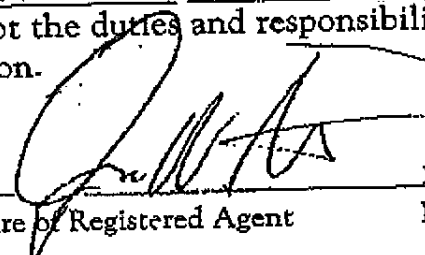
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation THUNDERBOAT FACTORY OUTLET, INC.
Address of Corporation 2051 GRIFFIN ROAD
FORT LAUDERDALE, FLORIDA 33312

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 0. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JAMES STATON
and
REGISTERED OFFICE: 4517 SOUTHWEST 38th TERRACE
FORT LAUDERDALE, FLORIDA 33312
I am familiar with and hereby accept the duties and responsibilities as
Registered Agent for said corporation.


Signature of Registered Agent

1/7/98
Date

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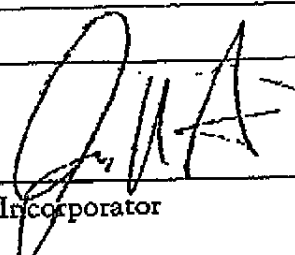
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)

Pres & Sec.	1.	JAMES W. STATON	4517 SW 38th TERRACE	FT. LAUDERDALE, FL 33312
Treasurer	2.	ELOY ROMAN	13304 NW 102nd AVENUE	HIALEAH GARDENS, FL 33018
Vice-Pres.	3.	JESUS PICAYO	226 EAST 2nd ST. #2D	NEW YORK, N.Y. 10009

Article 5: The Name and Address of the INCORPORATOR is:

JAMES W. STATON
4517 SOUTHWEST 38th TERRACE
FORT LAUDERDALE, FL 33312

In witness whereof, I have subscribed my name


Signature of Incorporator

JAMES W. STATON

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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