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TRANSMITTAL LETTER

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

SUBJECT: YULKA, INC.

Enclosed is an original and one copy of the Articles of Incorporation and our check for \$70.00. Please return to us a stamped copy of the Articles.

FROM:

William Robar
2359 Collins Avenue
Miami Beach, FL 33140
(305) 534-0081

FILED
98 FEB 17 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11 2-18-98

ARTICLES OF INCORPORATION
OF
YULKA, INC.

FILED
98 FEB 17 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: YULKA, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

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

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common, in one class only, each having a par value of one-dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any By-Laws or resolution that will sell or assign any stock of this corporation to any other firm, person, or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

2359 Collins Avenue
Miami Beach, FL 33140

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the members of the first board of directors of this corporation are as follows:

William Robar, President
2359 Collins Avenue
Miami Beach, FL 33140

Scott Weaver, CEO
2359 Collins Avenue
Miami Beach, FL 33140

ARTICLE VIII

The name and street address of the incorporators to these Articles of Incorporation are:

William Robar, President
2359 Collins Avenue
Miami Beach, FL 33140

Scott Weaver, CEO
2359 Collins Avenue
Miami Beach, FL 33140

ARTICLE IX

The name and address of the first officers of this corporation are as follows:

William Robar, President
2359 Collins Avenue
Miami Beach, FL 33140

Scott Weaver, CEO
2359 Collins Avenue
Miami Beach, FL 33140

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:


<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
William Robar 2359 Collins Avenue Miami Beach, FL 33140	\$ 50.00	Fifty (50)
Scott Weaver 2359 Collins Avenue Miami Beach, FL 33140	\$ 50.00	Fifty (50)


ARTICLE XI

The name and address of the registered agent of this corporation is:

William Robar
2359 Collins Avenue
Miami Beach, FL 33140

The undersigned incorporators have executed these Articles of Incorporation this 22nd day of January 1998:


William Robar
President
2359 Collins Avenue
Miami Beach, FL 33140


Scott Weaver
CEO
2359 Collins Avenue
Miami Beach, FL 33140

FILED
98 FEB 17 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

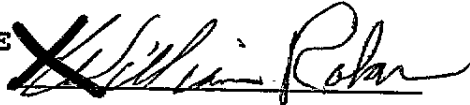
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: YULKA, INC.
2. The name and address of the registered agent and office is:

William Robar
2359 Collins Avenue
Miami Beach, FL 33140

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: January 22nd, 1998.