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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALLIED PURCHASING CORP.

AUDIT NUMBER.....H98000004291

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

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ARTICLES OF INCORPORATION

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OF

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ALLIED PURCHASING CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be ALLIED PURCHASING CORP., 9100 SW 134th Place, Miami, Florida 33186.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.01 The location and address of the Corporation's initial registered office in Florida is 3191 Coral Way, PH-201, Miami, Florida 33145. The initial registered agent is Sage Law Offices, Rhonda Zimmerman, whose address is 3191 Coral Way, PH-201, Miami, Florida 33145.

ARTICLE THREE

PURPOSE

- 3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

- 5.01 The name and post office address of the incorporator is:

Sage Law Offices  
Rhonda D Zimmerman, Esq.  
3191 Coral Way, PH-201  
Miami, Florida 33145

PREPARED BY : SAGE LAW OFFICES  
FLORIDA BAR # : RHONDA D ZIMMERMAN, ESQ.  
ADDRESS : 846430  
3191 CORAL WAY, PH-201  
MIAMI, FLORIDA 33145  
(305) 444-9899

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ARTICLE SIX

CAPITAL STOCK

- 6.01 The number of shares of stock that the Corporation is authorized to have outstanding is One Thousand (1,000), all of which shall be common shares with par value One Dollar (\$1.00)

ARTICLE SEVEN

STATED CAPITAL

- 7.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00)

ARTICLE EIGHT

AMENDMENT OF ARTICLES

- 8.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 4 day of march, 19 98.

  
RHONDA D ZIMMERMAN, ESQ.  
INCORPORATOR

PREPARED BY : SAGE LAW OFFICES  
FLORIDA BAR # : RHONDA D ZIMMERMAN, ESQ.  
ADDRESS : 846430  
3191 CORAL WAY, PH-201  
MIAMI, FLORIDA 33145  
(305) 444-9899

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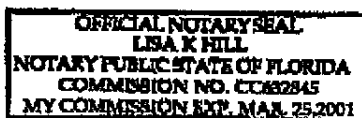
STATE OF FLORIDA  
COUNTY OF DADE

On this 4 day of march, 19 98, before me personally appeared RHONDA D ZIMMERMAN, ESQ., who is personally known to me, and acknowledged that she executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

Lisa K Hill  
LISA K HILL  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



PREPARED BY : SAGE LAW OFFICES  
FLORIDA BAR # : RHONDA D ZIMMERMAN, ESQ.  
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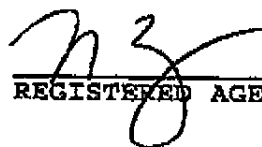
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

First That Allied Purchasing Corp. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Sage Law Offices, Rhonda D Zimmerman, Esq. located at 3191 Coral Way, PH-201, Miami, Florida 33145, City of Miami, County of Dade, State of Florida as its agent to accept service of process within this state.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
REGISTERED AGENT

PREPARED BY : SAGE LAW OFFICES  
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