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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: EPOV INC.

AUDIT NUMBER.....H98000012182

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

CERT. OF STATUS...0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1998

EMPIRE

SUBJECT: EPOV INC.
REF: W98000015040

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

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Becky McKnight
Document Specialist

FAX Aud. #: H98000012182
Letter Number: 198A00035649

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ARTICLES OF INCORPORATION

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

ARTICLE 1 NAME

The name of the corporation is EPOV Inc.

**ARTICLE 2
PRINCIPAL OFFICE and MAILING ADDRESS**

The principal place of business and mailing address of this corporation is:
3051 Northeast 48th Street
Ft. Lauderdale, Florida 33308

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ARTICLE 3 SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500, which is par value common stock and shall be designated "common shares".

ARTICLE 4 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Joanne S. Richards
110 Southeast Sixth Street
Republic Tower, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE 5 INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Rhoda Waxman, 3051 Northeast 48th Street, Ft. Lauderdale, Florida 33308.
Ralph Lipsitz, 319 South Riverside Drive, Pompano Beach, Florida 33062

Prepared by

Joanne S. Richards, Esquire, Fla Bar 341673
110 S E. 6th Street, Republic Tower, Suite 1900
Ft. Lauderdale, FL 33301 Tel. 954-467-6565

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ARTICLE 6 INDEMNIFICATION

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

ARTICLE 7 AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 8 CUMULATIVE VOTING


Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE 9 INITIAL BOARD OF DIRECTORS

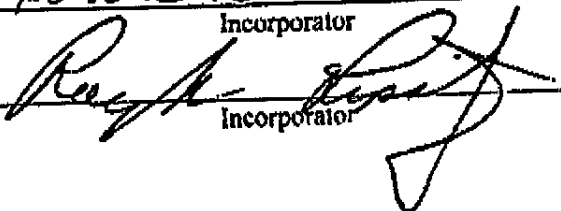
This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
Rhoda Waxman	3051 Northeast 48 th Street Fort Lauderdale, Florida 33308
Ralph Lipsitz	319 South Riverside Drive Pompano Beach, Florida 33062

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 6/30 day of _____, 1998.



 Incorporator



 Incorporator

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CERTIFICATE OF DESIGNATION OF 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.

1. The name of the corporation is **EPOV Inc.**

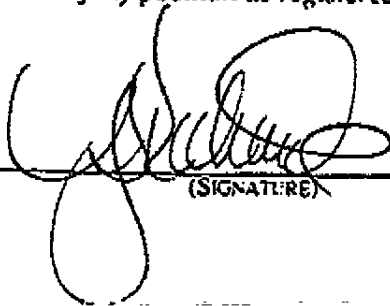
2. The name and address of the registered agent and office is:

JOANNE S. RICHARDS, ESQUIRE
110 SOUTH ST SIXTH STREET
REPUBLIC TOWER, SUITE 1900
FORT LAUDERDALE, FL 33301

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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)

7-1-98
(DATE)

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