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STEVEN F. SQUIRE, CHARTERED
ATTORNEY AND COUNSELOR AT LAW

625 N. E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33304

STEVEN F. SQUIRE

ALAN J. BRAVERMAN
OF COUNSEL

(954) 832-0885
FAX (954) 764-2375

June 29, 1998

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

Re: **Ashley II, Inc.**
Our File No. 98-456

900002579199--8

-07/02/98--01062--017
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned corporation. After this has been filed of record, please return a Certified Copy of the Articles of Incorporation to this office.

Also enclosed in my check in the sum of \$122.50 to cover the following costs:

Resident Agent's Designation	\$ 35.00
Certified Copy of Charter	\$ 52.50
Filing Fee	<u>\$ 35.00</u>
TOTAL	\$122.50

Very truly yours,

STEVEN F. SQUIRE, CHARTERED

STEVEN F. SQUIRE

SFS/mcl

Enclosures

98 JUL -2 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK JUL 07 1998

**ARTICLES OF INCORPORATION
OF
ASHLEY II, INC.**

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

ARTICLES I

The name of the corporation shall be **ASHLEY II, INC.**

ARTICLE II

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

2985 N. Ocean Blvd.
Fort Lauderdale, FL 33308

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand (7000) shares.

ARTICLE IV


The name and Florida Street address of the initial Registered Agent are:

Steven F. Squire, Esq.
625 Northeast Third Avenue
Fort Lauderdale, FL 33304

ARTICLE V

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

Steven F. Squire, Esq.
625 Northeast Third Avenue
Fort Lauderdale, FL 33304


Steven F. Squire, Esq.

6/29/98
Date

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

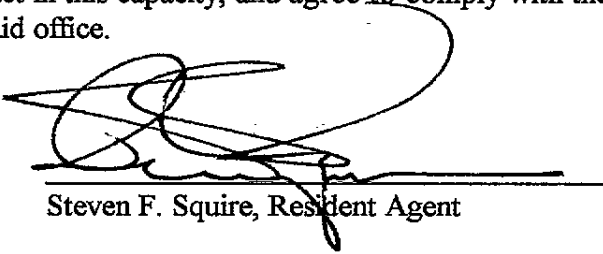
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **ASHLEY II, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named **STEVEN F. SQUIRE** located at 625 Northeast Third Avenue, City of Fort Lauderdale, County of Broward, State of Florida 33304 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Steven F. Squire, Resident Agent

APPROVED
AND
FILED
98 JUL -2 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA