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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: AKPEZ ENTERPRISES OF MIAMI, INC.

AUDIT NUMBER.....H98000012823

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1998

EMPIRE

SUBJECT: AKPEZ ENTERPRISES OF MIAMI, INC.
REF: W98000015707

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**ARTICLES OF INCORPORATION
OF**

AKPEZ ENTERPRISES OF MIAMI, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is AKPEZ ENTERPRISES OF MIAMI, INC.

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S.E. Second Street, Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

Prepared by:
David M. Goldstein, Esq.
100 S.E. 2nd Street, #2750
Miami, FL 33131
(Florida Bar No. 156003)
(305) 372. 3535

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

17032 Collins Avenue
Miami Beach, Florida 33160

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Victor Zepka
17032 Collins Avenue
Miami Beach, Florida 33160

Arnold Goldin
100 East Linton Boulevard, Suite 402-B
Delray Beach, Florida 33483

David Hanowitz
2537 N.W. 23rd Lane
Boca Raton, Florida 33416

Joseph Mirabile
c/o David M. Goldstein, Esquire
100 S.E. 2nd Street, #2750
Miami, Florida 33131

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is
(are):

DAVID M. GOLDSTEIN, ESQ.
100 S.E. Second Street, Suite 2750
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to

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adopt, alter, amend or repeal the By-Law.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13th day of May, 1998.


DAVID M. GOLDSTEIN, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID M. GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 13th day of May, 1998.


NOTARY PUBLIC, State of Florida at Large

My Commission expires:



MAYRA GUELL
COMMISSION # CC576152
EXPIRES AUG 18, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


DAVID M. GOLDSTEIN, ESQUIREFILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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