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July 7, 1998

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32303

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-07/13/98--01034--007
*****70.00 *****70.00

RE:Arcoub & Associates Inc.

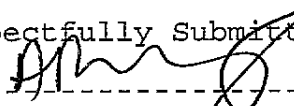
Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles of Arcoub & Associates Inc. and our check in the amount of \$70.00 as follows:

Filing Fee	\$35.00
Registered Agent	\$35.00

Total	\$70.00

Respectfully Submitted,

X 

Abderrahim Arcoub

FILED
98 JUL 13 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/15/98

ARTICLES OF INCORPORATION

of

Arcoub & Associates Inc.

FILED

98 JUL 13 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Arcoub & Associates
Inc.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of
common stock, each at \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this
corporation is, together with the agent's address which is
the street address of the initial registered office of the
corporation:

Abderrahim Arcoub
703 71st Street
Miami Beach Fl 33141

The street address of the office of this corporation
and the business office of its registered agent are
identical.

ARTICLE V

BOARD OF DIRECTORS

This corporation shall have at least one director. The incorporator shall serve as the initial director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

Abderrahim Arcoub
703 71st Street
Miami Beach Fl 33141

ARTICLE VII

INDEMNIFICATION

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

ARTICLE VIII

BYLAWS

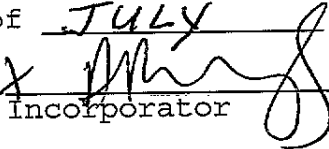
The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgement and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8TH day of JULY, 1998.



Incorporator

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

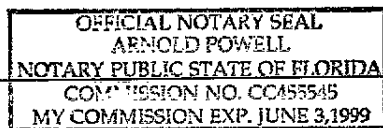
BEFORE ME, a Notary Public authorized to make acknowledgements in the state and county set forth above, personally appeared Abderrahim Arcoub known to me and known by me to be the person who executed the foregoing Articles of Incorporation of Arcoub & Associates Inc. who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid, this 8TH day of JULY, 1998.

Arnold Powell

Notary Public
State of Florida

My Commission Expires:

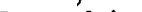


ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to
serve as registered agent of Arcoub & Associates Inc.

This acceptance is dated the 8TH day of JULY 1998.

1998.

X  _____
Abderrahim Arcoub

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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