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ACCOUNT NO. : 072100000032

REFERENCE : 899554 8960A

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 899554-005

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg.,ph-e
407 Lincoln Road
Miami Beach, FL 33139

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 AM 9:49

DOMESTIC FILING

NAME: A.O.P., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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98 JUL 22 PM 4:06
DIVISION OF CORPORATIONS

gn 7/23/98

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DIVISION OF CORPORATIONS
98 JUL 22 AM 9:49

ARTICLES OF INCORPORATION
OF
A.O.P., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A.O.P., INC.

The address of the principal office of this corporation shall be 325 Meridian Avenue, #17, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Financial Federal Building, PH-E, 407 Lincoln Road, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Adam Amdur	325 Meridian Avenue, #17
Dir.	Miami Beach, Florida 33139

Gregory Sumpter	3410 Deriemer Avenue, #3K
Dir.	Bronx, New York 10475

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Adam Amdur 325 Meridian Avenue, #17
Pres./Sec. Miami Beach, Florida 33139

Gregory Sumpter 3410 Deriemer Avenue, #3k
V. Pres. Bronx, New York 10475

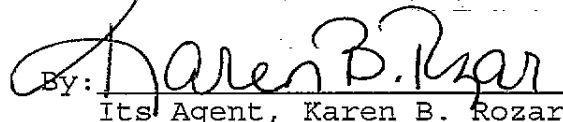
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 22, 1998.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

GLS/bsp

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

EDWARD E. LEVINSON an individual residing in
this state having a business office identical with the
registered office of the corporation named below, and
having been designated as the Registered Agent in the above
and foregoing Articles of Incorporation of

A.O.P., INC.

is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By: 
Typed name: EDWARD E. LEVINSON