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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SCANMASTERS ENTERPRISES, INC.

AUDIT NUMBER.....H98000013735

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
SCANMASTERS ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, and hereby adopts the following Articles of Incorporation:

Article I
Name of Corporation

The name of this corporation shall be:

SCANMASTERS ENTERPRISES, INC.

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Article II
General Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III
Principle Office

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

2301 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33316

Prepared by:
Michael R. Fried, Esq.
Fla. Bar No. 37877
1975 East Sunrise Boulevard
Suite 612
Fort Lauderdale, Florida 33304
Tel: (954) 522-0831

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**Article IV
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares of common stock having a par value of one dollar (\$1.00) per share.

**Article V
Directors and Officers**

The name and address of the Directors and Officers of this corporation are as follows:

Matthew L. Halprin---Director / President
8556 NW 57th Drive
Coral Springs, FL 33067

Danny Kornfeld---Director / Vice President/Secretary
3901 Carambola Circle North
Coconut Creek, FL 33066

**Article VI
Registered Office**

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

2301 South Andrews Avenue
Fort Lauderdale, FL 33316

**Article VII
Initial Registered Agent**

The undersigned, an individual resident of the State of Florida, whose business office is identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered

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Michael R. Fried, Esq.
Fla. Bar No. 37877

2

H98000013735

H98000013735

agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

sl Danny Kornfeld (Seal)
Danny Kornfeld
Registered Agent

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**Article VIII
Incorporator(s)**

The name and street address of the incorporators of this corporation are:

Danny Kornfeld
3901 Carambola Circle North
Coconut Creek, FL 33066

**Article IX
Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 24 day of July, 1998.

Matthew L. Halprin
Matthew L. Halprin
Incorporator

sl Danny Kornfeld
Danny Kornfeld
Incorporator

Prepared by:
Michael R. Fried, Esq.
Fla. Bar No. 37877

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State of Florida)
)
 County of Broward)

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The foregoing Articles of Incorporation were acknowledged before me this 29th day of July, 1998, by Matthew L. Halprin and Danny Kornfeld, who is/are personally known to me or produced _____ as identification.


 Notary Public
 State of Florida

My Commission Expires:



FRANK A. LUCERI
 My Commission CC437824
 Expires Feb. 08, 1999
 Bonded by HAI
 800-422-1856

Prepared by:
 Michael R. Fried, Esq.
 Fla. Bar No. 37877

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