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FREMARK, INC.
725 90th STREET
SURFSIDE, FL 33154

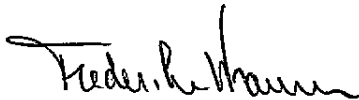
September 4, 1998

State of Florida
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Enclosed please find Articles of Incorporation for FREMARK,
INC. along with a check in the amount of \$122.50 for fees and
for a copy of these articles to be returned to us.

Thank you,


Frederike Kramer
President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

FREMARK, INC.

ARTICLE II PRINCIPAL OFFICE

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

725 90th STREET
SURFSIDE, FL.33154

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

FREDERIKE KRAMER
725 90th ST.
SURFSIDE, FL.33154

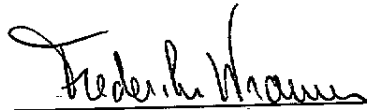
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATORS

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

FREDERIKE KRAMER
725 90th STREET
SURFSIDE, FL 33154

The undersigned incorporator has executed these Articles of Incorporation this 10th day of September, 1998.



Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

FREMARK, INC.

2. The name and address of the registered agent and office is:

FREDERIKE KRAMER
725 90th STREET
SURFSIDE, FL 33154

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Frederike Kramer
(Signature)

September 10, 1998
(Date)

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TALLAHASSEE, FLORIDA