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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JOE GIBBS ENTERPRISES, INC.

AUDIT NUMBER.....H98000020479

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
JOE GIBBS ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is JOE GIBBS ENTERPRISES, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$500.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Robert R. Frank, Esq.  
Bar No. 026238  
1666 Kennedy Causeway, Ste. 705  
North Bay Village, FL 33141

(305) 868-4711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is FRANK, SCHMITT & FRANK, P.A., 1666 Kennedy Causeway, Suite 705, North Bay Village, FL 33141, and the name of the initial registered agent of this Corporation is ROBERT R. FRANK.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name(s) and address(es) of the initial Directors of this Corporation is/are:

NAME

ROBERT R. FRANK

ADDRESS

FRANK, SCHMITT & FRANK, P.A.  
1666 Kennedy Causeway  
Suite 705  
North Bay Village, FL 33141

ARTICLE VII - INCORPORATOR

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

NAME

ROBERT R. FRANK

ADDRESS

FRANK, SCHMITT & FRANK, P.A.  
1666 Kennedy Causeway  
Suite 705  
North Bay Village, FL 33141

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ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/have executed these Articles of Incorporation this 20<sup>th</sup> day of October, 1998.

  
SUBSCRIBER, ROBERT R. FRANK

Prepared By:

Robert R. Frank  
1666 Kennedy Causeway, Ste 705  
North Bay Village, FL 33141  
FBN 026238

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That JOE GIBBS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of North Bay Village, County of Dade, State of Florida, has named ROBERT R. FRANK, located at FRANK, SCHMITT & FRANK, P.A., 1666 Kennedy Causeway, Suite 705, North Bay Village, Florida 33141, City of North Bay Village, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY:   
ROBERT R. FRANK

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