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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FREDEL ENTERPRISES, INC.

AUDIT NUMBER.....H98000020668

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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November 6, 1998

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OR

FREDEL ENTERPRISES, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is FREDEL ENTERPRISES, INC., whose principal office and mailing address is: 1000 Quayside Terrace, Apartment 1503, Miami, Florida, 33138.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

This instrument Prepared By:

Sanford M. Reinhard, Esquire
2875 N.E. 191st Street, Suite 404
Aventura, Florida 33180
(305) 832-7555 / Fla. Bar No. 112569

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ARTICLE IV

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PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: SCOTT FREDEL

REGISTERED OFFICE: 1000 Quayside Terrace, Apt. 1503

Miami, Florida 33138

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


SCOTT FREDEL
REGISTERED AGENT

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

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2

