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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: 212 VISION GROUP, INC.

AUDIT NUMBER.....H98000021047

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1998

EMPIRE

SUBJECT: 212 VISION GROUP, INC.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VII states there will be 1 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX And. #: H98000021047  
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ARTICLES OF INCORPORATION

OF

212 VISION GROUP, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: 212 VISION GROUP, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of Five (\$5.00) Dollars per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

These Articles Prepared By:  
Bethony Brenman, Esq.  
FBN 434418  
12204 SW 130 Street  
Miami, Florida 33186  
(305) 255-0500

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ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is SUK M. KIM and the initial registered office, which is the same office as that of the Registered Agent, is 8000 NW 31<sup>st</sup> Street, Bay #11, Miami, FL 33122. The principal office of the corporation is located at 8000 NW 31<sup>st</sup> Street, Bay #11, Miami, FL 33122. The Management may from time to time move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of four directors. The initial director shall be SUK M. KIM, 8000 NW 31 Street, Bay #11, Miami, FL 33122.

ARTICLE VIII

INCORPORATOR

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

SUK M. KIM                      8000 NW 31 Street, Bay #11  
Miami, FL 33122

ARTICLE IX

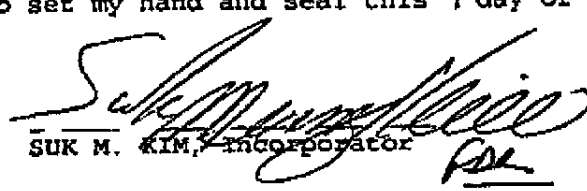
ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code, Chapter 1362, for income tax purposes.

2 H98000021047

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4 day of November, 1998.

  
SUK M. KIM, Incorporator

STATE OF FLORIDA )  
SS.  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 4 day of November, 1998, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared SUK M. KIM, to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, the year and day aforesaid.

  
Signature of Notary Public

Printed Name of Notary Public

My commission expires:

Personally known/produced  
Did/did not take oath

as identification



ANA MARIA ROJAS  
My Commission CC537207  
Expires Mar. 04, 2000

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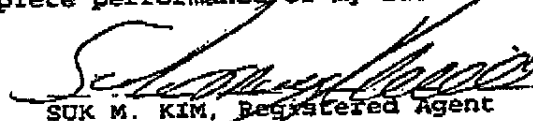
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That 212 VISION GROUP, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 8000 NW 31<sup>st</sup> Street, Bay #11, Miami, FL 33122, has named SUK M. KIM, as its agent to accept service of process within Florida at 8000 NW 31<sup>st</sup> Street, Bay #11, Miami, FL 33122.

  
SUK M. KIM, Incorporator

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
SUK M. KIM, Registered Agent

DATED: 44 NOV 98

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