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11/17/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BILLY DUNN, INC.

AUDIT NUMBER.....H98000021479

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

of

BILLY DUNN, INC.

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ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Billy Dunn, Inc.,  
6974 NW 50th Street, Miami FL 33166.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting  
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand  
(10,000) shares of One Dollar (\$1.00) par value common  
stock.

ARTICLE V - 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation is 6974 NW 50th Street, Miami, FL 33166  
and the name of the initial registered  
agent of this corporation at that address is David Tate.  
Stanley S. Feinerman, Enrolled Agent (954) 462-6045  
17 Rose Drive  
Fort Lauderdale, FL 33316

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: David Tate  
6974 NW 50th Street  
Address: Miami, FL 33166

Name:  
Address:

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is David Tate, 6974 NW 50th Street, Miami, FL 33166

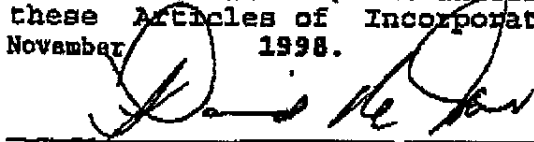
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full 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 hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th Day of November 1998.



, President

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STATE OF FLORIDA:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared David Tate known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 17th Day of November, 1998.

*Carole J. Anderson*  
Notary Public  
State of Florida at Large:



NOTARY CHECK ONE:

- PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
- PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: \_\_\_\_\_

Serial No.: \_\_\_\_\_

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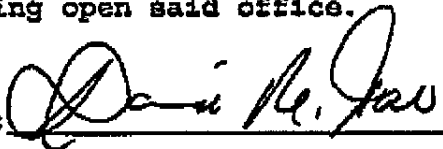
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Billy Dunn, Inc.  
desiring to organize under the laws of the State of Florida  
with its principle office, as indicated in the Articles of  
Incorporation at the City of Miami County  
of Dade State of  
Florida has named David Tate  
located at 6974 NW 50th Street, Miami, FL 33166  
County of Dade, State of Florida, as its  
agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

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

By: 

Registered Agent

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