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TO: DIVISION ORF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PENN CREST, INC.

AUDIT NUMBER.....H98000023174

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

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Penn Crest, Inc.

ARTICLE II PRINCIPAL OFFICE

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

11009 NW 46 Drive, Coral Springs, FL 33076

ARTICLE III SHARES

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

One Thousand (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Arnold Berman, 11009 NW 46 Drive, Coral Springs, FL 33076

ARTICLE V INCORPORATOR

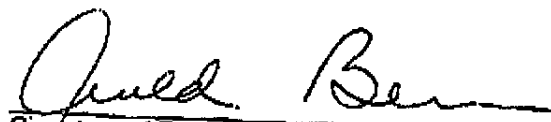
The name and address of the incorporator to these Articles of Incorporation are:

Arnold Berman, 11009 NW 46 Drive, Coral Springs, FL 33076


Signature of Incorporator

12/11/98
Date

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.


Signature of Registered Agent

12/11/98
Date

Prepared by Scott M. Bender, Esq., 7446 Royal Palm Blvd., Margate, FL 33063 (954) 975-6868 FBN: 541826

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