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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TALIB CORPORATION

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H99-1852

**ARTICLES OF INCORPORATION
OF
TALIB CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

TALIB CORPORATION

ARTICLE II PRINCIPAL OFFICE

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

**203 NORTH MIAMI AVENUE
MIAMI, FLORIDA 33128**

ARTICLE III CAPITAL STOCK

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

100 SHARES - PAR VALUE \$ 1.00 PER SHARE

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

TALIB AMER KHALLAF
203 NORTH MIAMI AVENUE
MIAMI, FLORIDA 33128

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

TALIB AMER KHALLAF
203 NORTH MIAMI AVENUE
MIAMI, FLORIDA 33128

The undersigned have executed these Articles of Incorporation this
22nd day January 1999.

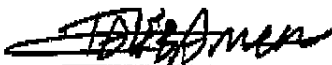


TALIB AMER KHALLAF
President/Treasurer/Secretary

ARTICLE VI OFFICERS AND DIRECTORS

The officers and directors of the corporation:

TALIB AMER KHALLAF
203 NORTH MIAMI AVENUE
MIAMI, FLORIDA 33128



TALIB AMER KHALLAF
President/Treasurer/Secretary

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TALIB CORPORATION

2. The name and address of the registered agent and office is:

TALIB AMER KHALLAF

203 NORTH MIAMI AVENUE
MIAMI FLORIDA 33128

Signature *Talib Amer*
TALIB AMER KHALLAF

Title President/Treasurer/Secretary

Date January 22, 1999

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 *Talib Amer*
TALIB AMER KHALLAF

Date: January 22, 1999

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