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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

nelson manes & associates, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NELSON MANES & ASSOCIATES, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of the corporation shall be NELSON MANES & ASSOCIATES, INC.

Its business shall be carried on at Dade County, and such other points or places in the State of Florida and in the United States and foregoing countries as may from time to time, by authorized by the Board of Directors. Its principal office shall be at:

8920 SW 197 Terrace, Miami, FL 33157

ARTICLE II

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be 60 shares at (no par).

PREPARED BY: JOSEPH A. CHAMBROT, ESQ.

950 NW 22 AVE.

MIAMI, FL 33125

(305) 642-6464 / FBNO. 434566

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ARTICLE IV

The Minimum capital requirements of this corporation shall be that which is required by Florida Law.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The Principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and without the State of Florida and in Foreign countries, as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of directors to be fixed by the by-laws of this corporation.

ARTICLE VIII

The names and post office addresses for the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

Nelson Manes President/Director
8920 SW 197 Terrace
Miami, FL 33157

ARTICLE IX

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The names and post office addresses of each subscriber to these Articles of Incorporation and a statement of the numbers of shares of stock which each agrees to take is as follows:

NAME	SHARES
------	--------

Nelson Manes	60
8920 SW 197 Terrace, Miami, FL 33157	

ARTICLE X

The street address of the initial principal office of the corporation is
8920 SW 197 Terrace, Miami, FL 33157

ARTICLE XI

REGISTERED AGENT

The name and street address of the Registered Agent to these Articles of Incorporation is:

Nelson Manes, 8920 SW 197 Terrace, Miami, FL 33157

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Nelson Manes

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TALLAHASSEE, FLORIDA

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ARTICLE XII

The provisions of this Charter, and each and every article and section hereof, and the By-laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

Nelson Manes
Nelson Manes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

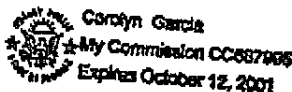
BEFORE ME, the undersigned authority personally appeared Nelson Manes, who is personally known to me or who did produce personally known as identification and have executed these Articles of Incorporation and acknowledges before me the execution of these Articles of Incorporation and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal in Dade County, Florida on this 28th day of Jan., 1999.

Carolyn Garcia

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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