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Law Offices of
JOHN E. KOPSON

JOHN KOPSON
ADMITTED TO FLORIDA BAR,
FEDERAL BAR, U.S. TAX COURT

CHERYL SLOAT
CERTIFIED LEGAL ASSISTANT

7300 W. CAMINO REAL #126
BOCA RATON, FL 33433

TELEPHONE: (561) 391-5259
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January 22, 1999

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/01/99--01124--015
****122.50 *****78.75

RE: New Filing/ - PAYNES INTERNATIONAL, INC.

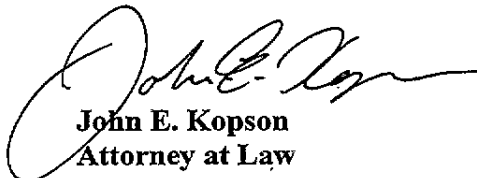
Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office in the return envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,


John E. Kopson
Attorney at Law

FILED
99 FEB -1 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BRUNN FEB 4 1999

FILED
99 FEB -1 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAYNES INTERNATIONAL, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be PAYNES INTERNATIONAL, INC.
The address of the principal office of this corporation shall be:
1401 S.E. 15TH STREET, SUITE 218, FT. LAUDERDALE, FL 33316 and the
mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7300 W. Camino Real, #126, Boca Raton, FL 33433 and the name of the initial Registered Agent of the corporation at that address is Matt Selby.

ARTICLE V. TERMS OF EXISTENCE

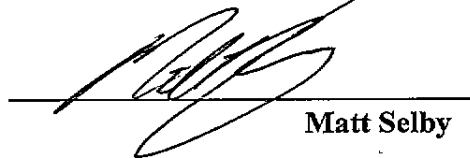
This corporation is to exist perpetually.

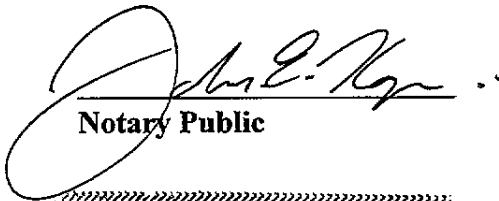
ARTICLE VI. INCORPORATOR

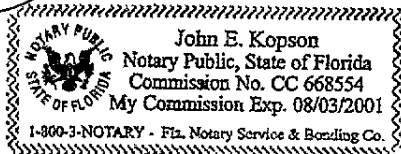
The name and street address of the incorporator to these Articles of Incorporation:

Matt Selby, 7300 W. Camino Real, #126, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this 22nd day of January, 1999, to the foregoing Articles of Incorporation.

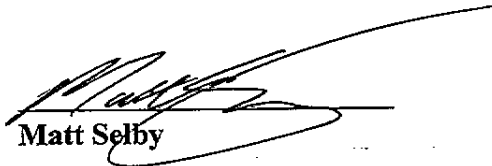

Matt Selby


Notary Public



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Matt Selby, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Matt Selby

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA