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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
Account Number : 072450003255
Phone : (305) 541-3694
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**RUBY THREE, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

RUBY THREE, INC.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

Ruby Three, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Marc Birnbaum, Esquire
20801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Roberta Shapiro
4530 Praire Avenue
Miami Beach, Florida 33140

The Corporation's principal office shall be:

4530 Praire Avenue
Miami Beach, Florida 33140

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Roberta Shapiro	4530 Praire Avenue Miami Beach, Florida 33140

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ARTICLE VII
INCORPORATOR

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The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roberta Shapiro	4530 Praire Avenue Miami Beach, Florida 33140

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Roberta Shapiro (SEAL)
Roberta Shapiro

STATE OF FLORIDA)
 SS.
COUNTY OF MIAMI-DADE)

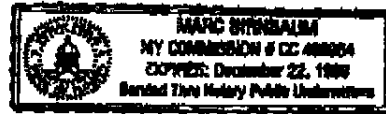
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 22 day of February, 1999 by

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ROBERTA SHAPIRO who is personally known to me.

M-B
NOTARY PUBLIC



The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

Robert Shapiro
Roberta Shapiro
Date: 2/22/99

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TALLAHASSEE FLORIDA

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