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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.

HARTLEE CORPORATION

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H99- 7574

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: HARTLEE CORPORATION
Address of Corporation: 4142 NORTH 28th TERRACE
HOLLYWOOD, FL 33020

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of _____.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: RALPH MAWARDI
REGISTERED OFFICE: 4142 NORTH 28th TERRACE
HOLLYWOOD, FL 33020

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

03 / 30 / 99
Date

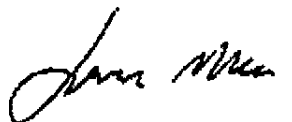

Signature of Registered Agent

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Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.
1. LIMOR MAWARDI, 4142 NORTH 28th TERRACE, HOLLYWOOD, FL 33020
2.
3. LIMOR MAWARDI, 4142 NORTH 28th TERRACE, HOLLYWOOD, FL 33020

Article 5: The NAME and ADDRESS of the INCORPORATOR is:
LIMOR MAWARDI
4142 NORTH 28th TERRACE
HOLLYWOOD, FL 33020

In witness whereof, I have subscribed my name:


Signature of Incorporator

H99- 7574

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571