

P 990000037696

DAVID M. BERMAN, P.A.

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April 20, 1999

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****122.50 *****78.75

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

Dear Sir/Madam:

Enclosed is an original and a copy of the Articles of Incorporation for the Demeter Holdings, Inc. Also enclosed is check in the amount of \$122.50 for filing fees as well as a self-addressed, stamped envelope for your convenience in returning a Certified Copy of the Articles.

Very truly yours,

LAW OFFICES OF
DAVID M. BERMAN, P.A.

By:

David M. Berman

DMB/es
Enclosures

Jennifer

SAVE

ATTENTION: TO

CORRECT principal address

DATE 4/26/99

DOC. EXAM. mm

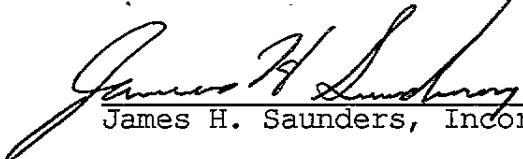
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DEMETER HOLDINGS, INC.

- FIRST: The name of this corporation is "DEMETER HOLDINGS, Inc."
14852 S.W. 43RD COURT, MIAMI, FL 33027
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office is: 14852 S.W. 43RD COURT, Miami, Florida 33027, and the name of the initial registered agent of this corporation at that address is: James H. Saunders
- FIFTH: This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are: Dennis Saunders, 13775 S.W. 36 Street, Miami, Florida 33175, James H. Saunders, 14852 S.W. 43 Court, Miramar, Florida 33027.
- SIXTH: The name and address of the incorporator of this corporation is: James Saunders, 14852 S.W. 43 Court, Miramar, Florida 33027.
- SEVENTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of April, 1999.


James H. Saunders, Incorporator

STATE OF FLORIDA)

) SS:

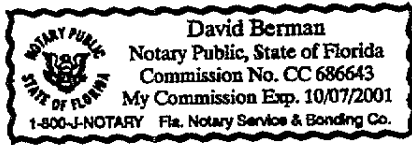
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgements in the State and County seat above, personally appeared James H. Saunders, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and James Saunders acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have, hereunto, set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of April, 1999.

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

James H. Saunders

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA