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LAW OFFICE OF
DAVID T. AZRIN, P.A.
NATIONSBANK TOWER
100 S.E. 2ND STREET, SUITE 2600
MIAMI, FLORIDA 33131
(305) 577-0309
FAX: (305) 577-0329

FILED
1999 MAY 17 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 1999

Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Studio Express Inc.

700002876997--7
-05/17/99--01084--006
*****78.75 *****78.75

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Studio Express Inc., for filing along with its corresponding filing fee of \$78.75.

We kindly request you send back to this office a certified copy. Thank you.

Very truly yours,



David T. Azrin

DTA:am

Enclosures

R. Purinton MAY 20 1999

ARTICLES OF INCORPORATION
OF STUDIO EXPRESS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be: Studio Express, Inc.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS
7891 W. Flagler Street, No. 194
Miami, Florida 33144

ARTICLE II
NATURE OF CORPORATE BUSINESS

The corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of ten cents (\$0.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

David T. Azrin, Esquire
100 S.E. Second Street
Suite 2600
Miami, Florida 33131
Telephone: (305) 577-0309
Facsimile: (305) 577-0329

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
Arvinbhai K. Patel	7891 W. Flagler St., No. 194, Miami, Florida 33144

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David T. Azrin	The Law Office of David T. Azrin, P.A. 100 S.E. Second Street, Suite 2600 Miami, Florida 33131 Telephone: (305) 577-0309 Facsimile: (305) 577-0329

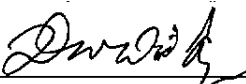
ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment to them, and any right referred upon the Shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon the issuance of the Certificate of Incorporation.

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

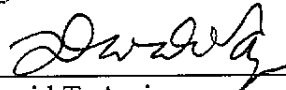


David T. Azrin

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Studio Express, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 13th day of May, 1999.



David T. Azrin
REGISTERED AGENT

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