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LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PAL REPS, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PAL REPS, INC.

99 JUL 28 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

ARTICLE I: NAME

The name of the Corporation is PAL REPS, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be ONE THOUSAND (1000) shares having NO PAR VALUE..... Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be 'PATRICIA AUZA..... The initial street address of the principal office of the Corporation will be 4924 SW 154th Place, Miami, Fl. 33185 The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is: PATRICIA AUZA
4924 SW 154th Place, Miami, Fl. 33185

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is PATRICIA AUZA
4924 SW 154th Place, Miami, Fl. 33185

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX: PREEMPTIVE RIGHTS

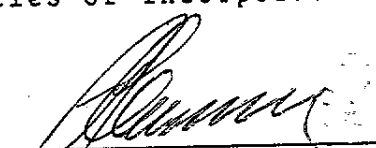
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he hold at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

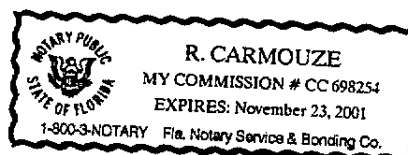
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 12th day of July, 1999.


PATRICIA AUZA,

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Patricia Auza known to me and known to be the person who executed the foregoing Articles of Incorporation. On this the 12th day of July, 1999.


R. Carmouze
Notary Public




DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

PAL REPS, INC. does hereby appoint and designate
PATRICIA AUZA

. to act as Registered Agent for the purpose of
accepting service of process in accordance with the
provisions of Chapter 608 F.S.A.

The undersigned does hereby accept such appointment
and agrees to serve and act.


Patricia Auza

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99 JUL 28 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA