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Florida Department of State

Division of Corporations

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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
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**halifax trading company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF
HALIFAX TRADING COMPANY

ARTICLE I - NAME

The name of this corporation is

HALIFAX TRADING COMPANY
100 Seabreeze Blvd., Suite 126
Daytona Beach, Florida 32118

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TALLAHASSEE, FLORIDA

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ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Division of Corporations, Florida Department of State.

ARTICLE III - PURPOSE

The general nature of the business or businesses to be transacted by the said corporation shall be as follows:

Any and all lawful and legal business authorized and/or permitted under the laws of the State of Florida.

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LAW OFFICES OF AMANDA MAXWELL
3225 Aviation Avenue, Suite 300
Coconut Grove, Florida 33133
Telephone: (305) 856-1555
(FL BAR NO. 334863)

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ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock". The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - SHAREHOLDERS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
MYRON MAXWELL	100

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered agent are as follows:

AMANDA MAXWELL, ESQUIRE
3225 Aviation Avenue, Suite 300
Coconut Grove, Florida 33133

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Attached hereto and incorporated herein is the said initial Registered Agent's acceptance of appointment.

ARTICLE VII - DIRECTORS

This corporation shall initially have as directors those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial Director of this corporation is:

**MYRON MAXWELL
100 Seabreeze Blvd., Suite 126
Daytona Beach, Florida 32118**

ARTICLE VIII - INCORPORATORS

The name and address of the person incorporating the said corporation and signing these Articles of Incorporation is:

**MYRON MAXWELL
100 Seabreeze Blvd., Suite 126
Daytona Beach, Florida 32118**

ARTICLE IX - PRE-EMPTIVE RIGHTS

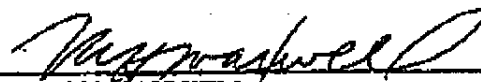
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which such shares are offered to others.

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If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for the same, said stockholder or stockholders shall have the right to sell the stock so offered to whomever will purchase the stock for the same sum and price for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13 day of August, 1999.


MYRON MAXWELL,
SUBSCRIBER

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MYRON MAXWELL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

Personally known 

or

Presented
As Identification



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that **HALIFAX TRADING COMPANY** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Ormond Beach, State of Florida, has named **AMANDA MAXWELL**, located at 3225 Avenue, Suite 300, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

Amanda Maxwell
 AMANDA MAXWELL
 8/19/99
 DATE

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 CLERK OF STATE
 TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT OF INITIAL REGISTERED AGENT

The undersigned **AMANDA MAXWELL** hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, for and on behalf of the above named corporation, and agrees to comply with the provisions of law applicable to said designation.

Amanda Maxwell
 AMANDA MAXWELL
 8/19/99
 DATE

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