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P96000090450



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142424 8894A

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 142424-005

CUSTOMER NO: 8894A

900001995159--0

CUSTOMER: Hilda Hernandez, Legal Asst
RITTER, RITTER & ZARETSKY

Suite 100
555 Northeast 15th Street
Miami, FL 33132

FILED
96 NOV -4 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: 1024, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

VR
114.96

RECORDED
96 NOV -4 PM 11:27
DIVISION OF CORPORATION

FILED
96 NOV -4 PH 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

1024, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE . NAME

The name of the corporation shall be:

1024, INC.

The principal place of business of this corporation shall be at 555 N.E. 15 Street, Suite 100, Fl. 33132

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 N.E. 15 Street, Suite 100, Miami, Fl. 33132 and the name of the initial registered agent of the corporation at that address is John A. Ritter.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 3 officer(s) and 1 director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

David Lange- D & P
825 So. Bayshore Dr., #1847
Miami, Fl. 33131

Valentin Lopez - Treas.
825 S. Bayshore Dr., #1824
Miami, Fl. 33131

John A. Ritter- Sec.
555 N.E. 15 St., #100
Miami, Fl. 33132

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John A. Ritter
555 N.E. 15 St., #100
Miami, Fl. 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of November 1996.

By: John Ritter

STATE OF FLORIDA)

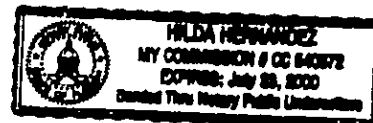
John A. Ritter

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1 day of November 1996.

Notary Public, State of Florida at Large

My Commission Expires:



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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

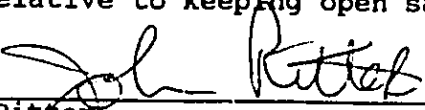
1024, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named John A. Ritter, 555 N.E. 15 ST., #100, Street, Miami, Fl. as its agent to accept service of process within this State.



Officer John A. Ritter

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John A. Ritter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA