

Division of Corporations

Page 1 of

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 661-8503
Fax Number : (603) 761-7427

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FLORIDA PROFIT CORPORATION OR P.A.

Edward F. Mandelbaum Associates, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Articles Of Incorporation

Of

Edward F. Mandelbaum Associates, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Edward F. Mandelbaum Associates, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be November 18, 2000.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 379-7907

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TALLAHASSEE, FLORIDA

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Edward F. Mandelbaum
411 Woodmere Blvd.
Woodmere, NY 11598

SEVENTH: The name and address of the incorporator is:

Mark Hankins
1221 Brickell Avenue, Suite 900
Miami, Fl 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

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Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

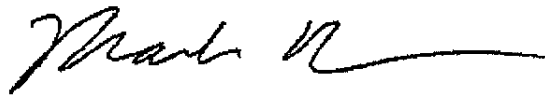
NINTH: The principal office of the corporation is:

Edward F. Mandelbaum Associates, Inc.
2105 N.W. 102 PL
MIAMI FL 33172

NINTH: The mailing address of the corporation is:

Edward F. Mandelbaum Associates, Inc.
& The Gables Group
1172 South Dixie Highway #521
Coral Gables, Florida 33146

DATED: November 21, 2000

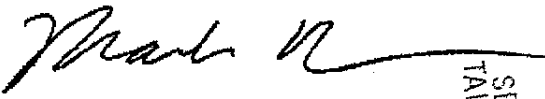


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President

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