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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  
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FLORIDA PROFIT CORPORATION OR P.A.

malcolm berko, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION  
OF  
MALCOLM BERKO, INC.

THE UNDERSIGNED, Jeffrey Grossman, executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: MALCOLM BERKO, INC.

ARTICLE II

DURATION

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual duration.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

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ARTICLE IV

CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 10,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time pursuant to the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

| <u>Name</u>   | <u>Address</u>   |
|---------------|--|
| Malcolm Berko | c/o Alan Rothberg & Associates, P.A.<br>3101 N. Federal Hwy., #302<br>Ft. Lauderdale, FL 33306 |

ARTICLE VII

BYLAWS

The Bylaws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

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ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 3101 N. Federal Hwy., #302  
Ft. Lauderdale, FL 33306

Registered Agent: Jeffrey Grossman

ARTICLE IX

ADDRESS

a. The principal office of this corporation shall be at:  
3101 N. Federal Hwy., #302, Ft. Lauderdale, FL 33306

b. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE X

INCORPORATOR

The name(s) and address(es) of the incorporator(s) executing these Articles of Incorporation is:

NAME: Jeffrey Grossman

ADDRESS: 3101 N. Federal Hwy., #302, Ft. Lauderdale, FL  
33306

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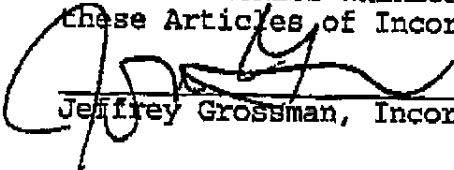
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ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January 2001.

  
\_\_\_\_\_  
Jeffrey Grossman, Incorporator

STATE OF FLORIDA                    )  
COUNTY OF BROWARD                )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Jeffrey Grossman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid, this 10 day of January, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



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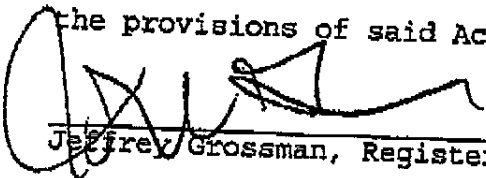
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the  
following is submitted, in compliance with said Act:

First, that MALCOLM BERKO, 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 Ft.  
Lauderdale, Broward County, State of Florida, has named Jeffrey  
Grossman, located at 3101 N. Federal Hwy., #302, Ft. Lauderdale,  
FL 33306, as its agent to accept service of process within this  
state.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.

  
Jeffrey Grossman, Registered Agent

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