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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800)221-0102  
Fax Number : (212)564-6083

FLORIDA PROFIT CORPORATION OR P.A.

UH & G Corp.

Certificate of Status	0
Certified Copy	1
Page Count	02 (3)
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 31 PM 3:46

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Fax Audit# (H01000070138 2)  
ARTICLES OF INCORPORATION

OF

UH & G Corp.

(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))

ARTICLE I NAME

The name of the corporation shall be:

UH & G Corp.

ARTICLE II PRINCIPAL OFFICE

The principle place of business/ mailing address is:

1661 Michigan Avenue  
Miami Beach, FL 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The nature of the business and the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Corporation Law of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1,000 Shares of Common Stock, with \$.01 par value

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Uri Hanoach - Sole Director and President 1661 Michigan Avenue  
Miami Beach, FL 33139

Gabrielle Halpern - Vice President, Secretary and Treasurer 1661 Michigan Avenue  
Miami Beach, FL 33139

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

National Corporate Research, Ltd.  
1406 Hays Street, Suite #2  
Tallahassee, Florida 32301

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ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Renee Ellison  
c/o Goodwin Procter LLP  
1285 Avenue of the Americas  
New York, NY 10019

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

[Signature]  
Signature/Registered Agent  
Fran Wagner, Asst. Secretary

5/30/01  
Date

Renee Ellison  
Signature/Incorporator

5/30/01  
Date

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