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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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FLORIDA PROFIT CORPORATION OR P.A.

mel cohen, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

OF

MEL COHEN, INC.

ARTICLE I.

CORPORATE NAME

The name and address of this corporation shall be:

MEL COHEN, INC.
2930 Point East Drive, Unit E-402,
AVENTURA, FLORIDA 33160

ARTICLE II.

NATURE OF CORPORATION BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Five Hundred (500) Shares of Stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

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MEL COHEN
2930 Point East Drive, Unit E-402
Aventura, Florida 33160

ARTICLE V.

The Corporation and the officers are to be considered as eligible for the Conditions under Section 1244 of the Internal Revenue Code.

ARTICLE VI.

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

| NAME | ADDRESS |
|----------------------|--|
| Mel Cohen, President | 2930 Point East Drive, Unit E-402 Aventura, Florida 33160 |

The members of the first Board of Directors shall hold office until the first annual Meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATORS

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

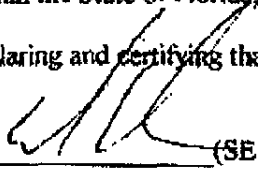
INCORPORATOR

ADDRESS

Mel Cohen

2930 Point East Drive, Unit E-402
Aventura, Florida 33160

The undersigned incorporators, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


(SEAL)

MEL COHEN

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.:

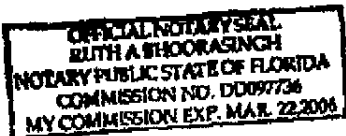
BE IT REMEMBERED that on this 30th day of MARCH, 2004

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MEL COHEN, to me known to be the person described as incorporator in the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation.

My commission expires:


NOTARY PUBLIC

RUTH A. BHOORASINGH
Print Name:



Handwritten signature

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

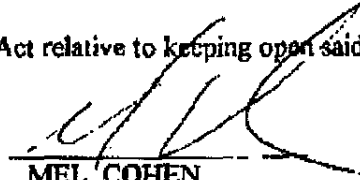
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, In compliance with said Act:

First - - - That MEL COHEN, 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 AVENTURA, county of MIAMI-DADE, State of FLORIDA, has named MEL COHEN Located at 2930 Point East Drive, Unit E-402, City of Aventura, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED 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.

By: 
MEL COHEN
(Registered Agent)

Handwritten signature