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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: THE WERTH INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: ALLAN GOTTESMAN CPA  
Name (Printed or typed)

8211 W Broward Blvd. Suite 440  
Address

Plantation, Florida 33324  
City, State & Zip

954-321-9991  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

**FROM: Bergman, Spiewak, Gottesman & Company**  
**8211 W. Broward Blvd., Suite 440**  
**Plantation, FL 33324**

**TO: Department of State**  
**Division of Corporations**  
**P.O. Box 6327**  
**Tallahassee, Florida 32314**

ARTICLES OF INCORPORATION

OF

THE WERTH, INC.

ARTICLE I - NAME

The name of this corporation is The Werth, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 788 Lavender Circle, Weston Florida 33327. The initial name and address of the initial registered agent for the corporation is Alexander Wertheim, 788 Lavender Circle, Weston Florida 33327.

ARTICLE VI - BY- LAWS

The By - Laws of the Corporation may be adopted, altered, amended or repeal by any Stockholder or Director.

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#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By - Laws, but shall never be less than one (1). The name and address of the Directors of this Corporation are: Alexander Wertheim, 788 Lavender Circle, Weston Florida 33327.

#### ARTICLE VIII - OFFICERS

The Officer of the corporation is: Alexander Wertheim.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, of class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Alexander Wertheim, 788 Lavender Circle, Weston Florida 33327.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 31st day of May, 2005.

*Q*



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Incorporator

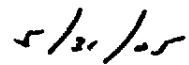
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /  
REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE WERTH, INC.
2. The name and address of the registered agent and office is:  
Alexander Wertheim 788 Lavender Circle Weston, Florida 33327.

Having been named as registered agent and to accept service of the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327 TALLAHASSEE, FLORIDA 32314

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05 JUN 16 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA