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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: JEROME ALEXANDER CONSULTING CORP.

AUDIT NUMBER.....H97000019434

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 2

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ARTICLES OF INCORPORATION

OF

JEROME ALEXANDER CONSULTING CORP.

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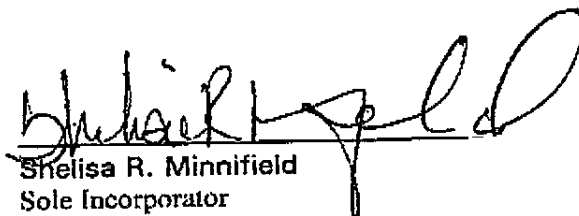
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. the name of the corporation is Jerome Alexander Consulting Corp.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 3019 Exeter B, Boca Raton, Fl 33434, and the name of its initial registered agent at such address is Robert Seibel
6. The number of directors constituting the initial board of directors is one (1) and the name and address of each person who is to serve as a member thereof is as follows:
Jerome Axelrod, c/o Robert Seibel, 689 5th Avenue, 14th Floor, New York, NY 10022
7. The name and address of the sole incorporator is: Shelisa R. Minnifield, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

DATED: 11/20/97

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


Shelisa R. Minnifield
Sole Incorporator

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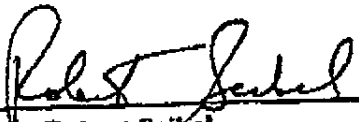
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of Jerome Alexander Consulting Corp., the within named corporation.

DATED: 11/20/97



 Robert Seibel
 Registered Agent

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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