

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
Account Number : I19990000171
Phone : (305) 379-9000
Fax Number : (305) 379-3428

Att: Ellen Widom

0110.81

FLORIDA PROFIT CORPORATION OR P.A.

E.D. of Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	015
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JAN 31 2001

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ARTICLES OF INCORPORATION**OF****E.D. OF FLORIDA, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I**NAME**

The name of the corporation is E.D. of Florida, Inc.

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 20424 N.E. 16th Place, North Miami Beach, Florida 33179.

The mailing address of the corporation is c/o Eli Kadosh, 20424 N.E. 16th Place, North Miami Beach, Florida 33179.

ARTICLE III**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$0.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets

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of the corporation upon dissolution.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is ELI KADOSH. The street address of the corporation's initial registered office is 20424 N.E. 16th Place, North Miami Beach, Florida 33179.

ARTICLE V

INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of this corporation are:

Eli Kadosh
President/Director
20424 N.E. 16th Place
North Miami Beach, Florida 33179.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the corporation is Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE VII

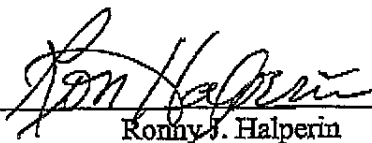
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 31 day of January, 2001.



Ronny J. Halperin

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KLUGER PERETZ

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CERTIFICATE OF REGISTERED AGENT

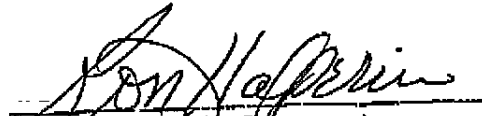
OF

E.D. OF FLORIDA, INC.

Pursuant to the provisions of Section 607.325, 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 E.D. OF FLORIDA, INC.
2. The name and address of the registered agent and office is ELI KADOSH, 20424 N.E.


16th Place, North Miami Beach, Florida 33179.


Ronny J. Halperin, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 31 day of January, 2001.


Eli Kadosh

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