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CORPORATION(S) NAME

BITNER GOODMAN, INC.

(X) Profit
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( ) Foreign ( ) Dissolution ( ) Mark

( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Reservation ( ) Change of Registered Agent

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ARTICLES OF INCORPORATION

OF

BITNER GOODMAN, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, under the Laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: BITNER GOODMAN, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to do any and all things hereinafter set out or provided and to exercise all the powers now or hereafter conferred by the Laws of the State of Florida upon business corporations as fully and to the same extent as a natural person might or could in all parts of the world, namely:

1. To engage in the business of public relations.

2. To engage in each and every aspect of real and personal property transactions and general business of a corporation.

3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express

railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and counties.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporation property, or other instruments to secure the payments of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

8. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

9. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

10. To adopt such pension, profit sharing, stock option, and deferred compensation plans for an officer, employee or director and to grant such stock options to officers, employees, directors and others as the directors may deem to in the interest of the company.

11. To do all and everything necessary, suitable, or proper for the accomplishment of any purposes of objects either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as a natural person might or could do as principal, agent, contractor or otherwise.

12. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the purposes and powers of this corporation.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at One Dollar ($1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will commence business is One Thousand Dollars ($1,000.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the principal office of this corporation in the State of Florida shall be: 5310 N.W. 33rd Avenue, #218, Ft. Lauderdale, Broward County, Florida 33309; provided that the Board of Directors may from time to time move the said principal office to any other place in Florida.

ARTICLE VII

The corporation shall have two (2) directors initially; provided that the number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but

shall never be less that one (1).

ARTICLE VIII

The name and address of the subscribers of these Articles of Incorporation, the members of the first Board of Directors, and the officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

GARY E. BITNER
President
890 S.W. 20th Street
Boca Raton, FL 33486

MICHAEL GOODMAN
Vice President
4100 N.E. 15th Terrace
Ft. Lauderdale, FL 33334

1. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

2. The initial By-laws of this corporation shall be adopted by the Directors. The By-Laws may thereafter be amended from time to time by the directors at any regular meeting of said directors or any special meeting called for that purpose.

3. Ownership of stock shall not be required to render any person eligible to hold office either as an officer or director of this corporation.

4. The corporation, may, by By-Law provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as it may deem appropriate

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively

be deemed to have received proper notice of such meeting unless he shall make objection at any meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

IN WITNESS WHEREOF, WE, the subscribers above named as the incorporators of BITNER GOODMAN, INC., hereunto set our hands and seals this 23rd day of June, 2003.

GARY E. BITNER

MICHAEL GOODMAN

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, GARY E. BITNER and MICHAEL GOODMAN, to me known to be the persons described in the foregoing Articles of Incorporation and who acknowledged to me that they executed said Articles of Incorporation as their free and voluntary act and deed for the use and purposes therein set forth and expressed.

SWORN TO and subscribed before me this 13 day of June, 2003.

DOROTHY A. BROCKMAN
MY COMMISSION # DD 063443
EXPIRES: February 8, 2006
Bonded Thru Notary Public Underwriters

(Seal)

Notary Public - State of Florida - at Large

My Commission Expires:

Dorothy A. Brockman
Printed Name of Notary

Personally Known ✓ or
Produced Identification _____
Type of Identification Produced _____

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 BITNER GOODMAN, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, Broward County, State of Florida, has named GARY E. BITNER, located at: 5310 N.W. 33rd Avenue, #218, Ft. Lauderdale, Florida 33309, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: 6/23/03

GARY E. BITNER

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TALLAHASSEE, FLORIDA

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