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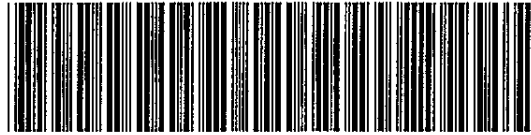
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11/14/05--01013--015 **78.75

STATE OF FLORIDA

05 NOV 14 AM 11:01

111 111505

Doak S. Campbell, III
ATTORNEY AT LAW
70 SE FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE
561/278-1890

FAX NUMBER
561/276-5803

November 09, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

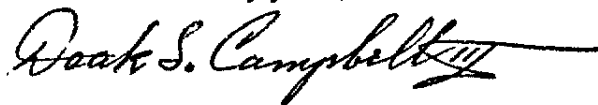
Re: PELSTON LTD.1., INC

Gentlemen:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75, please return a certify copy.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink, reading "Doak S. Campbell, III". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Doak S. Campbell, III

DSC/rm.
Encl.

ARTICLES OF INCORPORATION
OF
PELSTON LTD.1., INC.

FILED
05 NOV 14 AM 11:01
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

The undersigned hereby forms this association for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME

The name of the corporation is PELSTON LTD.1., INC.

ARTICLE II

ADDRESS

The principal office and mailing address of the corporation is 2800 Riviera Drive, Delray Beach, Florida 33445.

ARTICLE III

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name	Address
Irving Vichinsky	2800 Riviera Drive Delray Beach, Fl 33445

ARTICLE IV

PURPOSE

The corporation is a non-profit corporation formed for the purpose of engaging in activities

within or without the State of Florida or the United States, as follows:

1. To raise and distribute charitable donations for educational purposes and to assist underprivileged and needy persons in the community.

2. Further, the purposes for which Pelston Ltd. 1., Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony or dependency thereof.

2. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

3. The corporation shall be authorized to exercise and enjoy all of the other powers,

rights and privileges granted to or conferred upon corporations as set forth in the Statutes of the State of Florida.

4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization except from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCOME AND LIQUIDATION

This corporation shall be organized without capital stocks, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors or officers. The corporation may, however, pay compensation in a reasonable amount to its members, directors and officers for services rendered, and may confer benefits upon its members in conformity with its purposes. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, all assets of the corporation, after the payment of all debts and obligations of the corporation, shall be distributed to one or more organizations which are exempt organizations as defined in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local governments for exclusive public purposes.

Notwithstanding any other provisions herein to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax laws under Section 501(c) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time,

or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time.

This corporation shall not operate in any manner which will discriminate against any person on the basis of race, creed, color or national origin.

ARTICLE VII

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE VIII

QUALIFICATIONS OF MEMBERS

The membership of this corporation shall be as is set forth in the Bylaws of the corporation.

ARTICLE IX

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 2800 Riviera Drive, Delray Beach, Fl 33445 and the initial registered agent of the corporation is Irving Vichinsky at that address.

ARTICLE X

NAMES AND ADDRESSES OF SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Irving Vichinsky
2800 Riviera Drive
Delray Beach, Fl 33445

ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three directors initially. The numbers of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than 3. The names and addresses of the directors of this corporation are:

Irving Vichinsky	2800 Riviera Dr., Delray Beach, Fl 33445
Neal Vichinsky	69-16 261 St., Queens, N.Y. 11004
Phyllis Vichinsky	2800 Riviera Dr., Delray Beach, Fl 33445

The initial officers of the corporation and their addresses are:

President:	Irving Vichinsky
Secretary/Treas/V.P.	Neal Vichinsky

ARTICLE XII

BYLAWS

The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws. Amendments to the Bylaws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the

meeting at least thirty (30) days in advance. A two-thirds vote shall be required for amendments to the Bylaws.

ARTICLE XIII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by a 2/3 vote of the members present at an annual business meeting after a proposed amendment has been presented in writing to each voting member not less than 10 business days prior to said annual business meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice President has been filed with the Secretary of State and all filing fees paid.

ARTICLE IX

IRS RESTRICTIONS

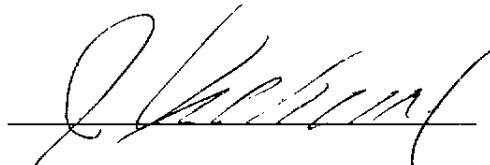
1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
3. The corporation will not retain any excess business holdings as defined in section 4943(c)

of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in section 4945 ©) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

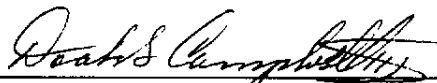
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at the Delray Beach,
County of Palm Beach, State of Florida, this 8 day of Mar, 2005.


IRVING VICHINSKY

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Irving Vichinsky, who is personally known to me ✓ or who presented _____ as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 8th day of Nov, 2005.



Notary Public

My commission expires:



Doak S. Campbell III.
Commission # DD431261
Expires June 21, 2009
Beneath Tree Farm - Insurance, Inc. 800-385-7019

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, that NEW PELSTON LTD 1., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as City of Delray Beach, State of Florida, named IRVING VICHINSKY, located at 2800 Riviera Dr., Delray Beach, Florida 33445, as its agent to accept service of process within Florida.

NEW BELSTON LTD. 1, INC.

By:

Irving Vichinsky, its pres. and
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

~~Irving Vichinsky~~
~~Registered Agent~~

Date: 11/18/05, 2005

LB6085

05 NOV 14 AM 11:01
U.S. AIR FORCE
WALLA WALLA, FLORIDA