

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 : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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FLORIDA PROFIT CORPORATION OR P.A.

ST GENPAR INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
ST GENPAR INC.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ST Genpar Inc.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS OF CORPORATION
AND REGISTERED AGENT

The street and mailing address of the principal office of this corporation shall be 3195 North Powerline Road, Suite 104, Pompano Beach, FL 33069. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 3195 North Powerline Road, Suite 104, Pompano Beach, FL 33069.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation is Scott F. Brenner.

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ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be four (4).
- B. 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 than one.
- C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Scott F. Brenner	3195 North Powerline Road, Suite 104 Pompano Beach, FL 33069
Marc Kopelman	3195 North Powerline Road, Suite 104 Pompano Beach, FL 33069
Brian Horowitz	3195 North Powerline Road, Suite 104 Pompano Beach, FL 33069
Hyman Horowitz	3195 North Powerline Road, Suite 104 Pompano Beach, FL 33069

ARTICLE VII - INCORPORATOR TO ARTICLES

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Scott F. Brenner	3195 North Powerline Road, Suite 104 Pompano Beach, FL 33069

ARTICLE VIII - RESTRICTIONS ON TRANSFERS

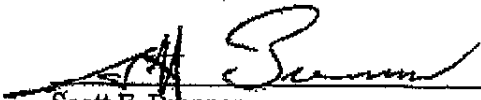
No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers such change of legal or beneficial ownership or interest, as the case may be, in the corporate records. The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or of

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any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporation's election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 2nd day of February, 2000.




Scott F. Brenner

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Scott F. Brenner, hereby accept the appointment as the registered agent of ST Genpar Inc., as made in the foregoing Articles of Incorporation.

Dated: 2/2, 2000


Scott F. Brenner

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