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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

GATL S. ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number: 072720000036 Phone: (407)843-4600

Fax Number : (407)843-4444

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, FEBRUARY 7, 2000. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. DIRECT DIAL (407-418-6203).

⇒ GAIL ANDRE"

FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN REAL ESTATE INVESTMENT GROUP, INC.

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FILED ON FEB -7 MM 8: 56 SICKNIASSI E. FLORIDA

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ARTICLES OF INCORPORATION OF

AMERICAN REAL ESTATE INVESTMENT GROUP, INC.

ARTICLE I - NAME

The name of this corporation is AMERICAN REAL ESTATE INVESTMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 1380 South Babcock Street, Melbourne, Florida 32901.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida32801, and the name of the initial registered agent of this corporation at that address is James Balletta.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Steven Gupta

1380 South Babcock Street Melbourne, Florida 32901

James Balletta

1380 South Babcock Street

Melbourne, Florida 32901

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

James Balletta

1380 South Babcock Street Melbourne, Florida 32901

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 2000.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of AMERICAN REAL ESTATE INVESTMENT GROUP, INC.