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THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pizito

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CUSTOMER NO: 98062A

CUSTOMER: Marc A.b. Silverman, Esq
MARC A. B. SILVERMAN, ESQ
MARC A. B. SILVERMAN, ESQ
P. O. Box 6801

Clearwater, FL 33758

DOMESTIC FILING

NAME: KASSON CAPITAL MANAGEMENT,
INC.

EFFECTIVE DATE: ---

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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00 FEB 11 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 2/11/2000

ARTICLES OF INCORPORATION

-of-

KASSON CAPITAL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **MARC A.B. SILVERMAN**, whose address is 509 South Greenwood Avenue, Clearwater, Florida 33756, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

KASSON CAPITAL MANAGEMENT, INC.

The principal place of business of this corporation shall be 509 South Greenwood Avenue, Clearwater, Florida 33756, and the mailing address of this Corporation shall be 509 South Greenwood Avenue, Clearwater, Florida 33756.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is Ten Thousand shares (10,000) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 509 South Greenwood Avenue, Clearwater, Florida 33756, and the name of the initial Registered Agent at said address is Marc A.B. Silverman, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Howard L. Kasson

509 South Greenwood Avenue
Clearwater, Florida 33756

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director or officer of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer or director until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer or director:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer or director who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer or director is entitled to indemnification, the officer or director may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 10.1. If the court determines that the conduct of the officer or director was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer or director to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Clearwater, Florida, on the 10 day of February, 2000.


MARC A.B. SILVERMAN

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

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00 FEB 11 PM 1:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **KASSON CAPITAL MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Clearwater, County of Pinellas, and State of Florida, has named **MARC A.B. SILVERMAN, ESQUIRE**, located at 509 South Greenwood Avenue, Clearwater, Florida 33756, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

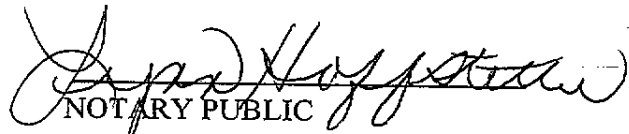
Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARC A.B. SILVERMAN, ESQUIRE
Registered Agent

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared **MARC A.B. SILVERMAN**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 10 day of February, 2000.


NOTARY PUBLIC

My Commission Expires:

