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MARK EVANS KASS, P.A.

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MARK EVANS KASS

OF COUNSEL

WARREN S. WEPMAN

March 13, 2000

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***122.50 ***78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Charter Section

Re: Dignity Plus, Inc.


Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with this office's check for \$122.50 for filing fees.

Please file the Articles with the State of Florida and return a conformed copy of this office in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,


(MARK EVANS KASS)

MEK/af
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 17 PM 1:54

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ARTICLES OF INCORPORATION

OF

DIGNITY PLUS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I- NAME

The name of this Corporation is: Dignity Plus, Inc..

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar par value common stock.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

1497 NW 7th Street, Miami, Florida 33125 and the name of the initial registered agent and resident agent of this corporation is:

MARK EVANS KASS, ESQUIRE
1497 NW 7th Street
Miami, FL 33125

ARTICLE VII- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 7400 Radice Court, Environ Towers, Apt. 508, Bldg. 4., Ft. Lauderdale, FL 33351.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this Corporation are:

Sara Weinschneider, 3930 Inverrary Blvd. #201, Lauderhill, Florida 33319

Jene Kugler, 7400 Radice Ct, Environ Towers, Apt. 508, Bldg. 4, Ft. Lauderdale, FL 33351;

Trina Gibson, 5501 Constant Spring Terrace, Lauderhill, Florida 33319.

ARTICLES IX- INCORPORATOR

The names and addresses of the persons signing the Articles as Incorporators and Subscribers are:

Sara Weinschneider, 3930 Inverrary Blvd. #201, Lauderhill, Florida 33319

Jene Kugler, 7400 Radice Ct, Environ Towers, Apt. 508, Bldg. 4, Ft. Lauderdale, FL 33351

Trina Gibson, 5501 Constant Spring Terrace, Lauderhill, Florida 33319.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28 day of February, 2000.

Sara Weinschneider
SARA WEINSCHNEIDER
Jene Kugler
JENE KUGLER
Trina Gibson
TRINA GIBSON

STATE OF FLORIDA)

COUNTY OF BROWARD)

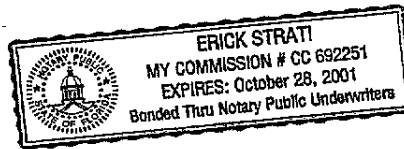
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Sara Weinschneider, Jene Kugler, and Trina Gibson, who produced Drivers License as identification or who are personally known to me and known to me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid on this 23 day of February, 2000.



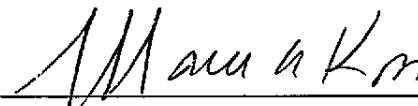
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



**SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT OF DIGNITY PLUS, INC.**

The undersigned, Mark Evans Kass, pursuant to Florida Statutes Section 607.034 (3) hereby accepts the appointment as registered agent of Dignity Plus, Inc. and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.325.



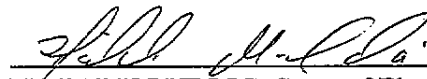
MARK EVANS KASS, REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF DADE)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BEFORE ME, a Notary Public authorized to take acknowledgments in the state and County set forth above, personally appeared Mark Evans Kass, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Simultaneous Acceptance of Appointment as Registered Agent of Dignity Plus, Inc.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the State and County aforesaid on this 28 day of February, 2000.



NOTARY PUBLIC, State of Florida at Large

My commission Expires:



Hilda M Pla
My Commission CC865080
Expires August 17, 2001