

PO00000040328

NORMAN MALINSKI, P.A.

20803 BISCAYNE BOULEVARD

SUITE 200

AVENTURA, FLORIDA 33180

TELEPHONE (305) 937-4242

TELECOPIER (305) 937-4261

April 14, 2000

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

300003210813--3

-04/17/00--01091-012

*****122.50 *****78.75

Re: Articles of Incorporation of EBG, INC.

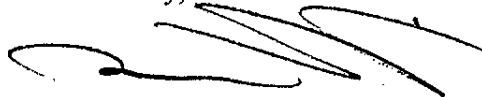
Gentlemen:

Enclosed for filing with your office are Articles of Incorporation of EBG, INC.

I am enclosing my check in the amount of \$122.50 payable to Secretary of State to cover the filing fee.

Thank you for your prompt attention to this matter.

Yours truly,



Norman Malinski

NM/sm

Enclosures

EFFECTIVE DATE
4-14-00

FILED
00 APR 17 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 24 2000

EFFECTIVE DATE

4-14-00

**ARTICLES OF INCORPORATION
OF
EBG, INC.**

FILED
00 APR 17 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

EBG, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of common stock, \$1.00 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 and the initial registered agent of this corporation is Norman Malinski. The street address of the corporation is 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation will have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Ellen Beth Gold
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Article is Norman Malinski.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of April, 2000.

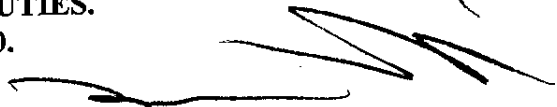


NORMAN MALINSKI

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 14th DAY OF APRIL, 2000.



NORMAN MALINSKI

STATE OF FLORIDA
COUNTY OF DADE

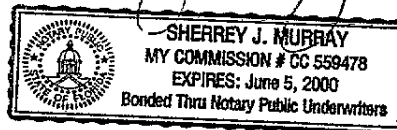
BEFORE ME, a Notary Public authorized in the county and state set forth above personally appeared NORMAN MALINSKI, known by me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of EBG, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Miami, Dade County, Florida this 14th day of April, 2000.



NOTARY PUBLIC

My commission expires:



FILED
00 APR 17 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA