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ESTATE LITIGATION
FAMILY LAW

May 25, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

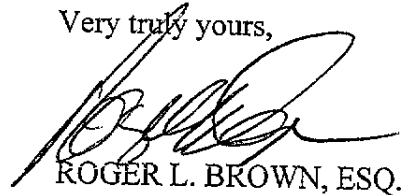
Re: HANK MARCUS, INC.

Gentlemen:

Pursuant to the above, enclosed please find two (2) executed copies of Articles of Incorporation which we would request be filed with the Secretary of State. Also enclosed is our check in the amount of \$78.75, representing the filing fee.

After filing, we would request that you forward a certified copy to our office in the enclosed self-addressed stamped envelope. Should you have any questions, please feel free to contact our office.

Very truly yours,


ROGER L. BROWN, ESQ.

RLB:dbk
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NO MAY 30 AM 2:57

FILED

F. H. HAGER JUN 8 2000

ARTICLES OF INCORPORATION

OF

HANK MARCUS, INC.

FILED
00 MAY 30 AM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **HANK MARCUS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6775 Northwest 11th Court, Margate, Florida 33063 and the name of the initial registered agent of this corporation at that address is HANK MARCUS. The street address of the principal office of this corporation is 6775 Northwest 11th Court, Margate, Florida 33063.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

HANK MARCUS
6775 Northwest 11th Court
Margate, Florida 33063

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is HANK MARCUS, 6775 Northwest 11th Court, Margate, Florida 33063.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the

shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 24 day of May, 2000.

Hank Marcus
HANK MARCUS, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Hank Marcus
HANK MARCUS, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

FILED
00 MAY 30 AM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me on May 24, 2000, by HANK MARCUS, who is personally known to me or who has produced a Florida Driver's License as identification.

My Commission Expires:

Donna B. Keefe
Printed Name: DONNA B. Keefe

NOTARY PUBLIC

NOTARY PUBLIC
STATE OF FLORIDA
DONNA B. KEEFE
COMMISSION # CC 640485
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.