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FILED
JUL 21 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 19, 2000

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

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

Re: Articles of Incorporation
HOLDER CORP.

Dear Sir or Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation of HOLDER CORP. Also enclosed, please find our check in the amount of \$122.50 representing the filing fee.

Please file the original and return the copy of the Articles of Incorporation stamped received together with the certificate and corporate number in the enclosed envelope provided for that purpose.

Thank you and if you have any questions, please do not hesitate to contact this office.

Very truly yours,

Steven I. Greenwald

Steven I. Greenwald
SIG/d
Enclosure
Cc: HOLDER CORP.

RECEIVED

JUL 25 2000

ARTICLES OF INCORPORATION
OF
HOLDER CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator pursuant to and under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is:
HOLDER CORP.

ARTICLE II

The Corporation shall commence its existence upon filing with the Secretary of the State of Florida, and its existence thereafter shall be perpetual.

ARTICLE III

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial registered office of the Corporation is 318 Indian Trace, Suite 129, Weston, Florida 33326. The name of the initial registered agent to accept service of process at such address, as set out in the Florida Statutes Section 607.164 is STEVEN J. ESDALE. The Board of Directors may in its sole discretion change the location of the Corporation and the designation of the registered agent for service of process and notify the Secretary of State of the same, without the need of any amendment to these Articles of Incorporation. The Corporation's principal office and the Corporation's mailing address are both 318 Indian Trace, Suite 129, Weston, Florida 33326.

ARTICLE VI

The number of directors of the Corporation shall consist of one (1) or more members, as may be more specifically stated in the By-Laws of the Corporation. The name and address of the initial Board of Directors of the Corporation is

PHILIP NEWMAN
C/O 318 INDIAN TRACE, SUITE 129
WESTON, FLORIDA 33326

STEVEN J. ESDALE
C/O 318 INDIAN TRACE, SUITE 129
WESTON, FLORIDA 33326

Said director(s) shall hold office for the first year of the Corporation's existence, or until the successors are elected and qualified.

ARTICLE VII

The name and address of the person(s) signing these Articles of Incorporation as subscriber and incorporator is:

PHILIP NEWMAN
C/O 318 INDIAN TRACE, SUITE 129
WESTON, FLORIDA 33326

STEVEN J. ESDALE
C/O 318 INDIAN TRACE, SUITE 129
WESTON, FLORIDA 33326

ARTICLE VIII

This Corporation shall adopt By-Laws and said By-Laws shall be made by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

Members of the Board of Directors or the Executive Committee, if any, shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The Corporation may confer powers, limitations of the powers and regular the powers of the Corporation, the Directors and all the stockholders of all classes, including but not limited to, provisions for cumulative voting for the directors, election of officers, and provisions governing the issuance of stock certificates. The foregoing powers and

limitations may be incorporated in the Corporation's By-Laws, or placed in the Corporate Minutes after authorization, by a majority vote of the shares entitled to vote.

The Corporation as designated from time-to-time by the Board of Directors, or its shareholders acting in place of the Board of Directors, if there be no Board of Directors, shall have the power to hold its respective directors' and shareholders' meetings outside the State of Florida, and to keep its books (subject to the Florida General Corporation Act) outside the State of Florida.

ARTICLE IX

The shareholders of all classes are herein specifically denied any pre-emptive rights as to new issues of newly authorized shares, as to new issues of originally authorized shares.

ARTICLE X

Amendments to these Articles of Incorporation shall be adopted by a majority vote of the Board of Directors and proposed by said Board of Directors to the shareholders of the Corporation at any regular or special meeting of the shareholders called for that purpose. A majority vote of all shareholders present and entitled to vote at a duly constituted meeting of the shareholders called for the aforesaid purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE XI

Every director, and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation pursuant to and under the laws of the State of Florida, this 14 day of July, 2000.

By: _____

PHILIP NEWMAN

By: _____

STEVEN J. ESDALE

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 18th day of July, 2000, by PHILIP NEWMAN, who is personally known to me or who has provided Drivers License as identification, I.D. # N550-60-28-37 and who did/did not take an oath.

Karina J. Feldman
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 14 day of July, 2000, by STEVEN J. ESDALE, who is personally known to me or who has provided FL DL as identification, I.D. # E234790592119 and who did/did not take an oath.

Shannon E. Beach
Notary Public

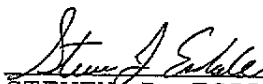
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto and to comply with the provisions of all other Statutes relative to the property and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 14 day of July, 2000.


STEVEN J. ESDALE
C/O 318 INDIAN TRACE, SUITE 129
WESTON, FLORIDA 33326

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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