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DAVID M. KRAUSE, ESQ.*

e-mail: dkrause@hr-miami.com ALSO ADMITTED IN COLORADO*

August 15, 2000

DO AUG 18 PH 4: 23
SECRETARY DE STATE

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

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Re:

Articles of Incorporation

SPORAD ENTERPRISES, INC.

Dear Gentlemen:

Enclosed please find the Articles of Incorporation for SPORAD ENTERPRISES, INC. together with a check in the amount of \$70.00. Would you please be so kind as to file this corporation and return to us the second copy reflecting the filing.

Very truly yours.

David M. Krause

NEW YORK OFFICE HERZFELD & RUBIN P.C. 40 WALL STREET NEW YORK, NEW YORK 10005 (212) 344-6500 NEW JERSEY OFFICE CHASE, KURSHAN, WEIDENFELD, HERZFELD & RUBIN, LLC 6N REGENT STREET, SUITE 508 LIVINGSTON, NEW JERSEY 07038 (973) 535-8840 CALIFORNIA OFFICE
HERZFELD & RUBIN
1926 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
(310) 563-0451

ARTICLES OF INCORPORATION OF

SPORAD ENTERPRISES, INC.

ARTICLE I

The name of the corporation is SPORAD ENTERPRISES, INC. having its principal place of business at 7755 S.W. 86 Street, Suite C.202 Miami, Florida 33143.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT:

DAVID M. KRAUSE

REGISTERED OFFICE:

7755 S.W. 86 Street Miami, Florida 33143

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT: DAVID M. KRAUSE

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

The name and address of the member of the initial Board of Directors is:

DAVID M. KRAUSE 7755 S.W. 86 Street Miami, Florida 33143

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

DAVID M. KRAUSE 7755 S.W. 86 Street Miami, Florida 33143

Incorporator
David M. Krause

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID M. KRAUSE, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this // day of August, 2000.

Notary Publ

NOTARY PUBLIC - STATE OF FLORIDA BRUCE JAY TOLAND COMMISSION # CC388587 EXPIRES 10/31/2001 BONDED THRU ASA 1-888-NOTARY1