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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Private Equity Research, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003380759--6
-09/01/00--01094--004
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Rebecca B. Witonsky
Name (Printed or typed)

3271 N.W. 59th Street
Address

Boca Raton, Florida 33496
City, State & Zip

SUSAN WEMBONG ESQ GAVE
AUTHOR TO (561) 241-9466
Daytime Telephone number

CC: RA - Artidex

DATE: 9/7/00
DOC. # RA

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRIVATE EQUITY RESEARCH, INC.**

ARTICLE I - NAME

The name of this Corporation is Private Equity Research, Inc., (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3271 N.W. 59th Street, Boca Raton, Florida 33496, and the mailing address is the same.

ARTICLE III - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporations with the Department of State of Florida.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Rebecca B. Witonsky
3271 N.W. 59th Street
Boca Raton, Florida 33496

ARTICLE VI - OFFICERS

The officers of the Corporation shall be:

President:	Rebecca B. Witonsky
Secretary:	Rebecca B. Witonsky
Treasurer:	Rebecca B. Witonsky

ARTICLE VII - DIRECTOR(S)

This Corporation shall have one Director initially. The name of the initial Director of this Corporation shall be Rebecca B. Witonsky.

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).

ARTICLE VIII - CORPORATE CAPITALIZATION

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Susan M. Weinberg, Esq., located at 3271 Harrington Drive, Boca Raton, Florida 33496.

The name and address of the registered agent of this Corporation is Susan M. Weinberg, Esq., located at 3271 Harrington Drive, Boca Raton, Florida 33496.

ARTICLE XI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended, or repealed by either the Stockholders or Directors.

ARTICLE XII - INDEMNIFICATION

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

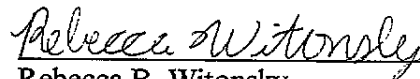
ARTICLE XIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his or her 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 XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

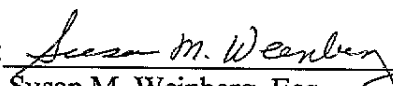
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of August, 2000.


Rebecca B. Witonsky

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named to accept Service of Process for the above named Corporation, at the place designated in Article X of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relevant to the proper and complete discharge of her duties.

DATED this 30 day of August, 2000.

By: 
Susan M. Weinberg, Esq.
(Registered Agent)

CLERK OF STATE
TALLAHASSEE, FLORIDA

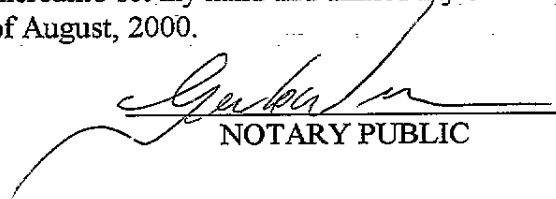
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STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared Rebecca B. Witonsky, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Private Equity Research, Inc., and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 30 day of August, 2000.


NOTARY PUBLIC

 Gerson C. Dovaile
MY COMMISSION # CC958198 EXPIRES
AUGUST 1, 2004
PRINT NAME OF NOTARY PUBLIC

My Commission Expires:

Personally known ☒ or
Identification Produced _____