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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

LEVINE INVESTMENTS, INC.

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**ARTICLES OF INCORPORATION
OF
LEVINE INVESTMENTS, INC.**

ARTICLE I.

NAME

The Name of the Corporation is **LEVINE INVESTMENTS, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Filed by:
Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is 427 Hendricks Isle, Ft. Lauderdale, Florida 33301.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

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NAMES

ADDRESSES

GAIL S. LEVINE

427 HENDRICKS ISLE
FT. LAUDERDALE, FL 33301

MICHAEL I. LEVINE

427 HENDRICKS ISLE
FT. LAUDERDALE, FL 33301

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 20th day of Sept., 2000.


Stewart A. Merkin, Esq.
Incorporator

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STATE OF FLORIDA)

COUNTY OF DADE)

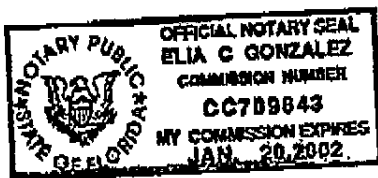
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th day of Sept., 2000.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LEVINE INVESTMENTS, INC.

2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin, Esq.

DATE: September 20, 2000

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