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LAW OFFICES  
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7900 RED ROAD, SUITE 9  
SOUTH MIAMI, FLORIDA 33143

HAROLD M. RIFAS

TELEPHONE (305) 662-8814  
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September 21, 2000

900003403479--4  
-09/25/00-01143-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

FILED  
00 SEP 25 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: ASSET, INC.

Dear Sir/Madam:

Enclosed please find the original and on copy of the Articles of Incorporation of ASSET, INC., together with our check in the amount of \$78.75 for incorporating.

Please return a certified copy of the Articles or our office at your earliest convenience. Should you have any questions, please feel free to call.

Very truly yours,

Harold M. Rifas

nm  
Enc.

F. CHESTER SEP 26 2000

ARTICLES OF INCORPORATION  
OF  
ASSET, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be:

ASSET, INC.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for any lawful purpose or purposes.

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of ten cents (\$.10) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE VI - INITIAL OFFICE**

The street address of the initial principal office is 2525 Shelter Avenue, Miami Beach, Florida 33140 .

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 7900 Red Road, Suite 9, South Miami, Florida 33143; and the name of its initial registered agent at that office is HAROLD M. RIFAS.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The name and address of the initial directors of this corporation are:

Joanne Rosen

Amy Cappellazzo

both at: 2525 Shelter Avenue, Miami Beach, FL 33140.

**ARTICLE IX - INCORPORATOR**

The name and address of the persons signing these articles are:

Joanne Rosen, 2525 Shelter Avenue, Miami Beach, FL 33140

Amy Cappellazzo, 2525 Shelter Avenue, Miami Beach, FL 33140.

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 20<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
Amy Cappellazzo,  
President/Treasurer

  
\_\_\_\_\_  
Joanne Rosen  
Vice President/Secretary

STATE OF FLORIDA

COUNTY OF DADE

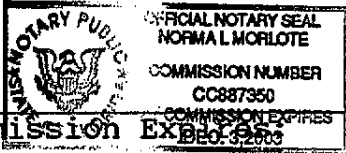
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Amy Cappellazzo and Joanne Rosen, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same. Said persons are personally known

to me or have produced Florida driver's licenses as identification.

*Norma L. Ufarte*

NOTARY PUBLIC

Printed, typed or stamped name:



My Commission Expires Dec 31, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes the following is submitted:

That ASSET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, has named HAROLD M. RIFAS located at 7900 Red Road, Suite 25, South Miami, Florida, 33143, as its agent to accept service of process within Florida.

*Amy Cappellazzo*  
Amy Cappellazzo,  
President/Treasurer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: *[Signature]*  
(resident agent)  
Date: 9/21/00

FILED  
00 SEP 25 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA