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NOT MEMBERS OF THE BAR

September 20, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

800003403718--6  
-09/25/00--01149--018  
\*\*\*\*140.00 \*\*\*\*\*70.00

RE: WinFrie Developers, Inc.  
Irwin Efron Holdings, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for filing both of the above referenced corporations. I have also included my check number 17927 in the sum of \$140.00 to cover the filing fee cost.

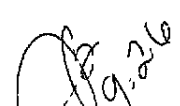
A self addressed stamped envelope is provided for the return of the incorporation certificate and stamped copy of the Articles.

Should you need any other information, please do not hesitate to contact me.

Very truly yours,

  
Deborah Fischer Rugg

DFR/sr  
Encl.



**ARTICLES OF INCORPORATION  
OF  
IRWIN EFRON HOLDINGS, INC.**

**FILED**  
00 SEP 25 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation shall be: IRWIN EFRON HOLDINGS , INC.

The principal address is: 1447 N. E. 4th Avenue, Fort Lauderdale, Florida 33304

**ARTICLE II  
PURPOSE**

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

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock, at \$.001 par value. The common stock of the corporation shall have the following characteristics:

(a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

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

**ARTICLE IV  
TERMINATION OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Secretary of the State of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is: Irwin Efron, 1447 N.E. 4th Avenue, Fort Lauderdale, Florida 33304. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

IRWIN EFRON

1447 N.E. 4th Avenue  
Fort Lauderdale, Florida 33304

**ARTICLE VII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

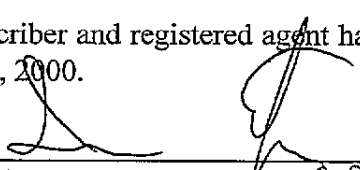
**ARTICLE VIII**  
**CLASS VOTE**

Any merger, reorganization, consolidation, recapitalization, or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the person signing these Articles is: IRWIN EFRON, 1447 N.E. 4th Avenue, Fort Lauderdale, Florida 33304.

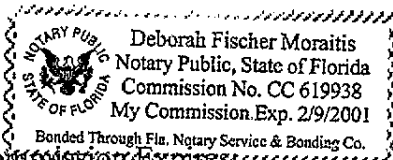
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 18<sup>th</sup> day of September, 2000.

  
Initial Subscriber and Incorporator  
IRWIN EFRON

FILED  
00 SEP 25 AM 11:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  )ss:  
COUNTY OF BROWARD    )

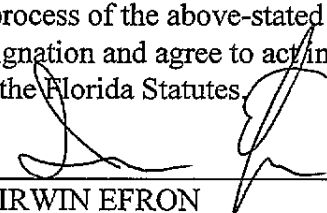
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 2000, by IRWIN EFRON, who is personally known to me.

  
My Commission Expires: 2/9/2001

  
Notary Public, State of Florida

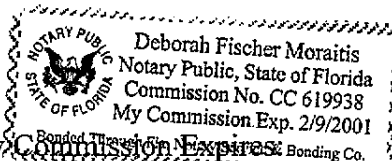
#### ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process of the above-stated corporation, at the place set forth hereinabove. I hereby accept such designation and agree to act in such capacity and to comply with all provision of Section 607.0501 of the Florida Statutes.

  
IRWIN EFRON  
Registered Agent

STATE OF FLORIDA       )  
                                  )ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 2000, by IRWIN EFRON, who is personally known to me.

  
My Commission Expires: 2/9/2001  
FACIENT00818100-13751EHOLDIN.AIG

  
Notary Public, State of Florida