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Florida Department of State

Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Lionshare Investments, Inc.

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ARTICLES OF INCORPORATION
OF
LIONSHARE INVESTMENTS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Lionshare Investments, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 100 Northeast Third Avenue, Suite 610, Fort Lauderdale, FL 33301.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, \$.0001 par value per share and 2,000,000 shares of blank check preferred stock, \$.0001 par value per share. The blank check preferred stock may be created and issued from time to time in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or

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Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
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other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE V INCORPORATOR

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

Jay L. Valinsky
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

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ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

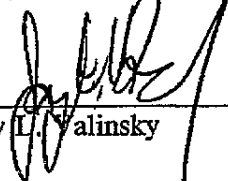
ARTICLE VII
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:



Jay L. Valinsky

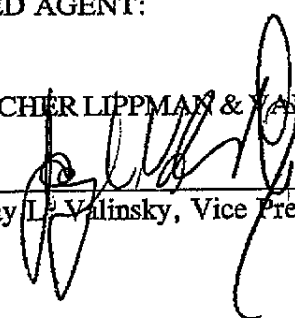
THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that

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he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

KIPNIS TESCHER LIPPMAN & VALINSKY, P.A.

By: 
Jay L. Valinsky, Vice President

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