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REFERENCE : 848276 4725634

AUTHORIZATION : *Patricia Pigeto*

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ORDER DATE : September 29, 2000

ORDER TIME : 12:46 PM

ORDER NO. : 848276-005

CUSTOMER NO: 4725634

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CUSTOMER: Gerald Cohen, Esq
Gerald Cohen, Atty-at-law

22 West 38th Street
12th Floor
New York, NY 10018

DOMESTIC FILING

NAME: MEYERS ASSOCIATES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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OCT 16 PM 5:03

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TAMPA, FLORIDA

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ARTICLES OF INCORPORATION

OF

MEYERS ASSOCIATES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEYERS ASSOCIATES INC.

The address of the principal office of this corporation shall be 2400 East Commercial Drive, Suite 711, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1400 South Ocean Boulevard, Boca Raton, Florida 33432, and the name of the initial registered agent of the corporation at that address is Bruce Meyers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Bruce Meyers	2400 East Commercial Drive
Dir. -----	Suite 711
	Fort Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on October 16, 2000.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew

10/12/00 10:56 FAX 2127643269
OCT-12'00 (THU) 11:11 CSC TALLAHASSEE

TEL: 850 521 1010

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

BRUCE MEYERS, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MEYERS ASSOCIATES INC.

BRUCE MEYERS is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:  _____

Typed Name: BRUCE MEYERS

dew