

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
Account Number : I19990000171
Phone : (305) 379-9000
Fax Number : (305) 379-3428

Att:
Ellen Widom

FLORIDA PROFIT CORPORATION OR P.A. #216.3

Inercore, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

B. McKnight OCT 30 2000

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KLUGER PERETZ

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10/27/00 16:33 F1 Dept of State

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 2000

KLUGER PERETZ ET AL

SUBJECT: INERCORE, INC.
REF: W00000025973

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Becky McKnight
Document Specialist

FAX Aud. #: H00000056451
Letter Number: 100A00056254

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ARTICLES OF INCORPORATION**OF****INERCORE, INC.**

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

ARTICLE I**NAME**

The name of the corporation is INERCORE, INC.

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is 1177 Hypoluxo Road, Lantana, Florida 33462.

ARTICLE III**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$0.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets

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of the corporation upon dissolution.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, INC.. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE V

INCORPORATOR

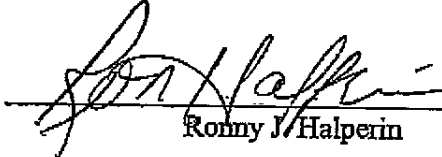
The name and address of the Incorporator of the corporation is Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of October, 2000.



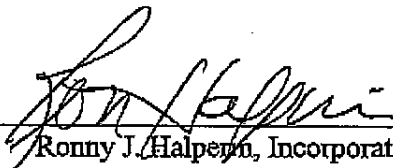
Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT
OF
INERCORE, INC.

Pursuant to the provisions of Section 607.325, 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 INERCORE, INC.
2. The name and address of the registered agent and office is MIAMI CENTER REGISTERED AGENTS, INC., 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.



Ronny J. Halperin, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 27 day of October, 2000.

MIAMI CENTER REGISTERED AGENTS, INC.

By: 

Ronny J. Halperin, Vice President

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