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To:
Division of Corporations
Fax Number : (850)822-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)872-0886
Fax Number : (305)872-9110

FLORIDA PROFIT CORPORATION OR P.A.

Keith Prager and Associates, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Keith Prager and Associates, Inc.

Article II. Address

The Corporation's mailing address is:
Keith Prager and Associates, Inc.
18933 Northwest 23rd Place
Pembroke Pines FL 33029

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Keith Prager
18933 Northwest 23rd Place
Pembroke Pines FL 33029

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
Keith Prager

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jeffrey D. Feldman | FL Bar Member 330302
Feldman, Gale and Webber, P.A.
201 South Biscayne Boulevard
Suite 1920
Miami FL 33131
305-358-5001
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

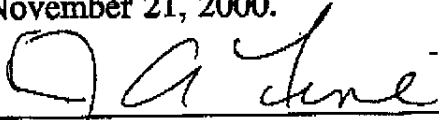
The name and address of the incorporator is:

Jeffrey D. Feldman
Feldman, Gale and Webber, P.A.
201 South Biscayne Boulevard
Suite 1920
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 21, 2000.

The undersigned incorporator executed these Articles of Incorporation on November 21, 2000.



JEFFREY D. FELDMAN

by J.A. Fine as attorney-in-fact

Jeffrey D. Feldman | FL Bar Member 330302
Feldman, Gale and Webber, P.A.
201 South Biscayne Boulevard
Suite 1920
Miami FL 33131
305-358-5001
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Keith Prager and Associates, Inc.

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REGISTERED AGENT/OFFICE:

**Keith Prager
18933 Northwest 23rd Place
Pembroke Pines FL 33029**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



KEITH PRAGER
by J.A. Fine as attorney-in-fact

Date: November 21, 2000

**Jeffrey D. Feldman | FL Bar Member 330302
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