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Florida Department of State  
Division of Corporations  
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From:  
Account Name : EAS-T CORP. AGENTS, INC.  
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## FLORIDA PROFIT CORPORATION OR P.A.

SHAPIRO ASSET MANAGEMENT, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 29, 2000

FAS-T

SUBJECT: SHAPIRO ASSET MANAGEMENT, INC.  
REF: W00000028162

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ARTICLES OF INCORPORATION

OF

SHAPIRO ASSET MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is Shapiro Asset Management, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 28<sup>th</sup> day of November, 2000; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States and the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Prepared by: Scott Rosen, Esquire  
Fla. Bar no. 747777  
165 E. Flagler St., #1224  
Miami, FL 33131  
Tel. (305) 358-0038

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	\$1.00	Common

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE**

The corporation's principal office shall initially be located at 300 71<sup>st</sup> Street, Suite 415, Miami Beach, FL, 33141. The corporation's mailing address shall, initially, be located at the same address.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Roy Shapiro	300 71 <sup>st</sup> Street Suite 415 Miami Beach, FL 33141

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The

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initial directors of this corporation shall be as follows:  
Roy Shapiro.

**ARTICLE IX - INCORPORATORS**

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Roy Shapiro	300 71 <sup>st</sup> Street Suite 415 Miami Beach, FL 33141

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 28 day of NOVEMBER, 2000.

Incorporators and Initial Members  
of Board of Directors:

  
\_\_\_\_\_  
ROY SHAPIRO

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation.

  
ROY SHAPIRO

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