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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

*PLEASE
RUSH*

FLORIDA PROFIT CORPORATION OR P.A.

MOMENTUM ASSET MANAGEMENTTM, INC.

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| Certificate of Status | 0 |
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upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two directors initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

MARSHALL T. LEEDS
4040 Sanctuary Lane
Boca Raton, Florida 33431

and

DONALD B. WEIDENFELD
6011 Via Venetia North
Delray Beach, Florida 33484

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation

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outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

ROBERT L. BAKERIS, ESQUIRE
400 South Dixie Highway, Suite #110
Boca Raton, Florida 33432

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is: 400 South Dixie Highway, Suite #110, Boca Raton, Florida 33432, and the name of the Initial Registered Agent of the corporation at that address is:

ROBERT L. BAKERIS, ESQUIRE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


(Registered Agent) ROBERT L. BAKERIS, ESQ.

DATE

11-30-00

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 30th day of November, 2000.


ROBERT L. BAKERIS, ESQUIRE

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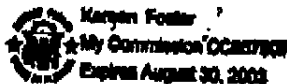
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to minister oaths and take acknowledgments, personally appeared ROBERT L. BAKERIS, ESQUIRE as Registered Agent, known to me or who has produced n/a (personally known) as identification, and who executed the foregoing "Acceptance of Registered Agent", and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 30th day of November, 2000 at Boca Raton, Palm Beach County, Florida.

Karen Foster
NOTARY PUBLIC
State of Florida at Large

My commission expires:



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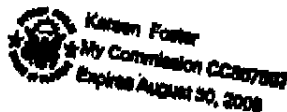
STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

Before me, the undersigned authority, an officer duly authorized to minister oaths and take acknowledgments, personally appeared ROBERT L. BAKERIS, ESQUIRE as Incorporator, known to me or who has produced n/a (personally known) as identification, and who executed the foregoing "Articles of Incorporation", and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 30th day of November, 2000 at Boca Raton, Palm Beach County, Florida.

Karen Foster
NOTARY PUBLIC
State of Florida at Large

My commission expires:



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