

P01000000292

December 15, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of THE STOCKBRIDGE GROUP, INC.

**PLEASE NOTE THAT THE EFFECTIVE DATE OF THE CORPORATION
IS JANUARY 2nd, 2001.**

Dear Sir/Madam:

Please find enclosed the following:

1) Original and one (1) copy of the Articles of Incorporation of the above captioned corporation containing the Registered Agent Designation and Acceptance

2) A check in the amount of \$78.75 made payable to your order, representing the following fees:

Filing Fee	\$35.00
Certificate Under Seal	\$8.75
Registered Agent Designation	\$35.00
Total Enclosed	\$78.75

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Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered to me at **2645 Executive Park Drive, Suite 163, Weston, Florida 33331.**

**PLEASE NOTE THAT THE EFFECTIVE DATE OF THE CORPORATION
IS JANUARY 2nd, 2001.**

Thank you in advance for your immediate attention to this matter.

Very truly yours,


ALEXANDER HALPERIN

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE STOCKBRIDGE GROUP, INC.

The undersigned incorporator (s), for the purposes of forming a Corporation under the Florida Business Corporations Act, hereby adopt (s) the following Articles of Incorporation:

ARTICLE I: NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be **THE STOCKBRIDGE GROUP, INC.**
The principal address of the corporation will be **2645 Executive Park Drive, Suite 163, Weston, Florida 33331.**

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on January 2, 2001.

ARTICLE III: PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at \$.01 par value.

ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2645 Executive Park Drive, Suite 163, Weston, Florida 33331** and the name of the initial registered agent at that address is **ALEXANDER HALPERIN.**

ARTICLE VI: INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ALEXANDER HALPERIN

ADDRESS

**2645 Executive Park Drive, Suite 163
Weston, Florida 33331**

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TALLAHASSEE, FLORIDA


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ARTICLE VII: INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of December, 2000.


ALEXANDER HALPERIN
Incorporator

Certificate Designating Place of Business or Domicile for the
Service of Process within this State and Naming Agent upon
whom Process may be Served

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

That **THE STOCKBRIDGE GROUP, INC.**, desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation at 2645 Executive Park Drive, Suite 163, Weston, Florida 33331, has
named **ALEXANDER HALPERIN**, located at **2645 Executive Park Drive, Suite
163, Weston, Florida 33331**, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT:

I hereby certify that I am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Registered Agent

By: *Alexander Halperin*
ALEXANDER HALPERIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA