Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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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

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FLORIDA PROFIT CORPORATION OR P.A.

FINANCIAL ENGINEERS OF AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78,75

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ARTICLES OF INCORPORATION

<u>OF</u>

Financial Engineers of America, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is Financial Engineers of America, Inc., and its principal office and mailing address is 21347 Harrow Court, Boca Raton, FL 33433.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III: CAPITAL STOCK

The total number of shares of capital stock authorized is One Thousand, (1,000) shares, which shares shall have a par value of One Dollar (\$1.00) per share. Such stock shall be issued under the provisions of Section 1244 of the Internal Revenue Code.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

ARTICLE IV: DIRECTORS AND OFFICERS

The initial director and officer of this corporation is:
Allyne M. Gottlieb
21347 Harrow Court
Boca Raton, FL 33433

SECRETARY OF STATE OF STATE OF CORPORATIONS

JON G. MAZER MAZER & ASSOCIATES 6100 GLADES RD., SUITE 310 BOCA RATON, FL 33434

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HUJUUUUUOOAA ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and registered office is
Aliyne M. Gottlieb
21347 Harrow Court
Boca Raton, FL 33433

The sole incorporator of this corporation Allyne M. Gottlieb
21347 Harrow Court
Boca Raton, FL 33433

I have here unto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this ______ day of January 2001.

Allyne M. Gottlieb

Having been named to accept service of process for the above named corporation at the place designated in this certificate. I hereby accept to act in this capacity.

Dated: <u>JAMIS, 2001</u>

ACKNOWLEDGMENT OF REGISTERED AGENT:

Alvne M. Gottlieb

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