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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 : LENOFF AND LENOFF, P.A.

Account Number : I20000000281

Phone : (954) 427-9500

Fax Number : (954) 427-6473

FLORIDA PROFIT CORPORATION OR P.A.

6454 Affiliates, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
6454 AFFILIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME:

The name of the corporation shall be 6454 AFFILIATES, INC.

ARTICLE II - ADDRESS:

The street address of the initial principal office and the mailing address of the corporation shall be 1761 West Hillsboro Boulevard, Suite 405, Deerfield Beach, Florida 33442.

ARTICLE III - PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are any and all lawful acts that can be performed by a Florida corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to issue is One Thousand (1000) shares of common stock, having a nominal or par value of Fifty Cents (\$.50) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than Fifty Cents (\$.50).

Fax Audit Number H 0 1 0 0 0 0 1 0 8 9 9 2

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent at that office shall be: Steven Lenoff, 1761 West Hillsboro Boulevard, Suite 405, Deerfield Beach, Florida 33442.

ARTICLE VII - DIRECTORS AND OFFICERS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The name and street address of the first Board of Director of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified is: Steven Lenoff, 1761 West Hillsboro Boulevard, Suite 405, Deerfield Beach, Florida 33442.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is: Steven Lenoff, 1761 West Hillsboro Boulevard, Suite 405, Deerfield Beach, Florida 33442.

ARTICLE IX - SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or after such meeting, all directors shall execute a waiver of notice of such meeting,

Fax Audit Number H010000108992

in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or after such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws for that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws for that vote.

Fax Audit Number H 0 1 0 0 0 0 1 0 8 9 9 2

ARTICLE X - INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, to the extent permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII - TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

Fax Audit Number H 0 1 0 0 0 0 1 0 8 9 9 2

ARTICLE XIII - SHAREHOLDER'S AGREEMENT

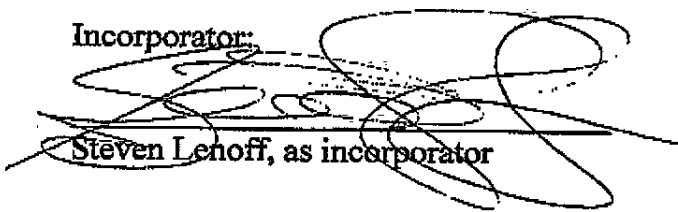
The shareholders of this Corporation shall be permitted to enter into a Shareholder's Agreement, and in the event that such Agreement is entered into, it shall have all force and effect as provided in the agreement, and as permitted under Florida law.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner and with the notice required by law.

Fax Audit Number H010000108992

Incorporator:


Steven Lenoff, as incorporatorSTATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Steven Lenoff who executed the foregoing Articles of Incorporation of 6454 AFFILIATES, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on
January 26, 2001
Identification Presented: Florida Driver's License

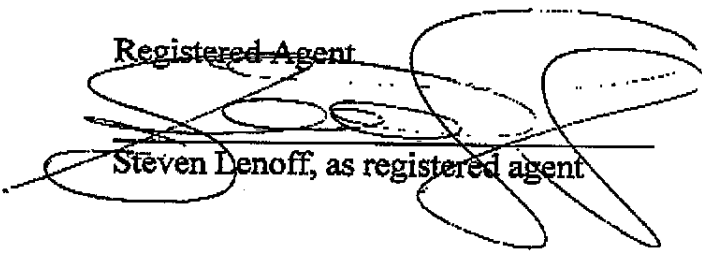

Notary Public

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent

Date: January 26, 2001
Steven Lenoff, as registered agent

Articles Of incorporation - Page 6

Fax Audit Number H010000108992