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DAVID AUERBACH, INC.

6718 N ST RD 7
COCONUT CREEK, FL 33073

JANUARY 30, 2001

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporation Division

RE: DAVID AUERBACH, INC.

Dear Sir or Madam,

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$35.00
Resident Agent Fee	<u>35.00</u>
Total	\$70.00

Cordially,


DAVID AUERBACH

FILED
01 FEB -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

-OF-

DAVID AUERBACH, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is DAVID AUERBACH, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 6718 N ST RD 7 COCONUT CREEK, FL 33073 and the street address of the initial registered office of the corporation is 6718 N ST RD 7 COCONUT CREEK, FL 33073 and the name of the initial registered agent is DAVID AUERBACH.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of five members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

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TALLAHASSEE, FLORIDA

The names and addresses of the Directors which constitutes the first Board of Directors of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID AUERBACH	6718 N ST RD 7 COCONUT CREEK, FL 33073

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID AUERBACH	6718 N ST RD 7 COCONUT CREEK, FL 33073

IN WITNESS WHEREOF, the undersigned have subscribed their name this
30th day of January 2000.

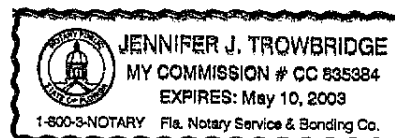

DAVID AUERBACH

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

On this 30th day of January 2000, before me, the undersigned officer, personally appeared as DAVID AUERBACH, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, STATE
OF FLORIDA AT LARGE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SECRETARY OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

DAVID AUERBACH, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

DAVID AUERBACH, INC., a corporation organized under the laws of the state of Florida, with its principal office at 6718 N ST RD 7 COCONUT CREEK, FL 33073 has named 6718 N ST RD 7 COCONUT CREEK, FL 33073 , County of Broward, as its agent to accept service of process within this state.

<u>OFFICER</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
DAVID AUERBACH	PRESIDENT/DIR.	6718 N ST RD 7 COCONUT CREEK, FL 33073

ACCEPTANCE

I agree as Resident Agent to accept service of process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous Place in the office as required by law.

DATED: 1/30/01


DAVID AUERBACH