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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

FLORIDA PROFIT CORPORATION OR P.A.

ERIC MELNICOFF, P.A.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ERIC MELNICOFF, P.A.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Professional Service Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

ERIC MELNICOFF, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
100 E. LINTON BLVD. STE 123-B
DELRAY BEACH, FLORIDA 33483

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ARTICLE III NATURE OF CORPORATE BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. The main purpose of said Corporation is to perform services as a Certified Public Accountant.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
ERIC MELNICOFF
100 E. LINTON BLVD. STE 123-B
DELRAY BEACH, FLORIDA 33483

ARTICLE VI INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
ERIC MELNICOFF
100 E. LINTON BLVD. STE 123-B
DELRAY BEACH, FLORIDA 33483

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These Articles of Incorporation Prepared By:
 Susan J. Hahn, Esq.
 444 Brickell Ave Suite 616
 Miami, Florida 33131
 (305) 374-8008
 Florida Bar Number 0908762

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:
ERIC MELNICOFF
100 E. LINTON BLVD. STE 123-B
DELRAY BEACH, FLORIDA 33483

The undersigned has (have) executed these Articles of Incorporation this date: **FEBRUARY 5, 2001**


 ERIC MELNICOFF, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **ERIC MELNICOFF, P.A.**
2. The name and address of the registered agent and office is: **ERIC MELNICOFF**
100 E. LINTON BLVD. STE 123-B
DELRAY BEACH, FLORIDA 33483

SIGNATURE 
TITLE: **PRESIDENT**

DATE: FEBRUARY 5, 2001

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


 Registered Agent

FEBRUARY 5, 2001
 Date

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