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FILED
FEB 14 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 2001

Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: Roden Industries, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of Articles of Incorporation regarding the above-referenced corporation for filing. Also enclosed please find a check in the amount of \$78.75.

Please return a certified copy of the Articles of Incorporation to the undersigned in the stamped, self-addressed envelope provided.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Peter N. Feld

PNF/jmb
Enclosures

ARTICLES OF INCORPORATION

OF

RODEN INDUSTRIES, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:

RODEN INDUSTRIES, INC.

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

(a) Import and export.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the rights and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings, or machinery, stores or works, insofar as the same may be

appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monies or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such share, stocks, or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers above enumerated

shall be exercised by the acts above recited under which said company shall be exercised by the acts above recited under which it was organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign country or countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

A. The aggregate number of shares that the corporation shall have the authority to issue is Five Hundred (500) Shares of Capital Stock with One Dollar (\$1.00) par value per share.

B. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the states capital of the incorporation of any particular time.

C. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in share of the capital stock of the corporation.

D. The shares of the corporation are not to be divided into classes.

E. The corporation is not authorized to issue share in series.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL BUSINESS ADDRESS

The initial business address of this corporation stated herein is:

**2806 North 29th Avenue
Hollywood, Florida 33020**

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

**PETER N. FELD, P.A.
629 S. W. First Avenue
Fort Lauderdale, Florida 33301**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1).

The names and post office addresses of the First Board of Directors, who, being subject to the provisions of the Articles of Incorporation, the By-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROY BERENSTEIN (President/Vice President)	2806 North 29 th Avenue Hollywood, Florida 33020
ROY BERENSTEIN (Secretary/Treasurer)	2806 North 29 th Avenue Hollywood, Florida 33020

ARTICLE IX - INCORPORATORS

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROY BERENSTEIN (President/Vice President)	2806 North 29 th Avenue Hollywood, Florida 33020
ROY BERENSTEIN (Secretary/Treasurer)	2806 North 29 th Avenue Hollywood, Florida 33020

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLES XII - TRANSACTION WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by

reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties to, or in any way connected with such person or persons, firm association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - MISCELLANEOUS

A. The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholders shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

B. Both stockholders and directors shall have the power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of

the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

C. The corporation may in its By-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

I, the undersigned, being each and all of the original subscriber to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly have hereunto set my hand this 12th day of February, 2001.

Roy Berenstein
ROY BERENSTEIN
President/Vice President/Treasurer
Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, ROY BERENSTEIN, who, after being by me first duly cautioned and sworn, upon his oath deposes and says that he is the party to the foregoing Articles of Incorporation and he acknowledged said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal at Fort Lauderdale, Florida, County of Broward, Florida, the day and date first above set forth.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-THAT, RODEN INDUSTRIES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 2806 NORTH 29TH AVENUE, CITY OF HOLLYWOOD, STATE
OF FLORIDA, HAS NAMED PETER N. FELD, P.A., LOCATED AT 629 S. W. FIRST
AVENUE, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Roy Berenstein
ROY BERENSTEIN

TITLE: PRESIDENT

DATE: _____

HAVING BEING NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Roy Berenstein
ROY BERENSTEIN

TITLE: REGISTERED AGENT

DATE: _____

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