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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE STERN COMPANIES, INC.

AUDIT NUMBER.....H01000020839

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
THE STERN COMPANIES, INC.
A FLORIDA CORPORATION

ARTICLE - I - CORPORATE NAME:

The name of the Corporation is:

THE STERN COMPANIES, INC.

ARTICLE - II - NATURE OF CORPORATE BUSINESS:

To operate any or all activities or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE - III - CAPITAL STOCK:

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of stock having a \$1.00 par value, which shall be designated as "COMMON SHARES"

ARTICLE - IV - PREEMPTIVE RIGHTS:

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE - V - EXISTENCE:

The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE - VI

INITIAL REGISTERED AGENT:
INITIAL REGISTERED OFFICE:
INITIAL BUSINESS ADDRESS:

The Corporation's initial Registered Agent in the State of Florida is:
IRVING STANLEY STERN

The Corporation's initial Registered Office and initial business address in the State of Florida is: 6538 COLLINS AVENUE #211, MIAMI BEACH, FL 33141

The Board of Directors may, at any time, move the principle office to any other address in the State of Florida.

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**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statutes.


IRVING STANLEY STERN

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors of the Corporation is/are ONE (1). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than ONE or more than TEN

ARTICLE VIII - INITIAL DIRECTOR (S) AND OFFICER (S)

IRVING STANLEY STERN - DIRECTOR AND PRESIDENT
6538 COLLINS AVENUE #211
MIAMI BEACH, FL 33141

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTOR (S):

At all elections of Director(s) of this Corporation, each shareholder(s) shall be entitled to as many votes as shall equal the number which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation is:

IRVING STANLEY STERN
6538 COLLINS AVENUE #211
MIAMI BEACH, FL 33141

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ARTICLE XI - AMENDMENT OF ARTICLES :

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

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK :

Shares of Capital Stock of this Corporation shall opposite their name(s) :

IRVING STANLEY STERN - 100%

ARTICLE XIII - POWERS :

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation, this 21st Day of February, 2001.


IRVING STANLEY STERN
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared IRVING STANLEY STERN known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purpose herein expressed.

WITNESS my hand and official seal in Miami, Dade County, State of Florida, and this 21st Day of February, 2001.

NOTARY PUBLIC

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