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Division of Corporations

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## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**041001 CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	05
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**ARTICLES OF INCORPORATION  
OF  
041001 CORPORATION**

**THE UNDERSIGNED**, being the incorporator of 041001 CORPORATION (the "Company"), for the purpose of creating a corporation pursuant to the Florida Business Corporation Act, laws of the State of Florida (the "General Corporation Law"), does hereby make, subscribe, file, acknowledge and adopt the following Articles of Incorporation.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the Company is 041001 CORPORATION, and its principal place of business and mailing address is 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441.

**ARTICLE II - PURPOSE**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**ARTICLE III - TERM**

The Company shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE IV - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Andrew S. Goldwyn, Esquire  
350 Fairway Drive, Suite 101  
Deerfield Beach, Florida 33441

**ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's registered office is 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441 and the name of the Company's registered agent at that address is Andrew S. Goldwyn, Esquire.

Andrew S. Goldwyn, Esq., Fla. Bar No. 0038563  
350 Fairway Drive, Suite 101  
Deerfield Beach, Florida 33441  
Telephone No.: (954) 427-2430

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#### ARTICLE VI - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 100, consisting of 100 shares of common stock, par value \$.0001 per share (the "Common Stock"). All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

#### ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Company 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 prices at which it is offered to others.

#### ARTICLE VIII - VOTING RIGHTS

Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

#### ARTICLE IX - BOARD OF DIRECTORS

The number of directors constituting the Company's Board of Directors shall not be less than one nor more than five, and the exact number of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws. The name and address of the initial director of the Company is:

Gregory Couto  
350 Fairway Drive, Suite 101  
Deerfield Beach, Florida 33441

#### ARTICLE X - LIABILITY

The private property of the stockholders shall not be subject to the payment of the Company's debts to any extent whatsoever. The Company shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Company.

#### ARTICLE XI - INDEMNIFICATION

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The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, and in addition to the elimination of personal liability of the Company's directors under Article VI hereof, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

#### ARTICLE XII - CONFLICT

No contract or other transaction between the Company and any other corporation, and no act of the Company shall in any way be affected or invalidated by the fact that any of the directors of the Company are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the Company who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the Company which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE XIII - LIABILITY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Company shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Company.

#### ARTICLE XIV - BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the stockholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

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Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article XIV shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

### ARTICLE XV - AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the stockholders of the Company in accordance with the General Corporation Law and the Bylaws of the Company.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 10<sup>th</sup> day of April 2001.

By:

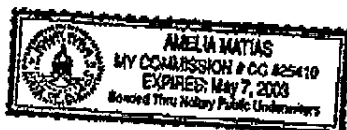
  
Andrew S. Goldwyn  
Incorporator

STATE OF FLORIDA )  
: SS  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew S. Goldwyn, ( ) who produced his driver's license for identification, or ~~is~~ is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

  
NOTARY PUBLIC,  
State of Florida at Large  
Name: Amelia Matias

My Commission Expires:



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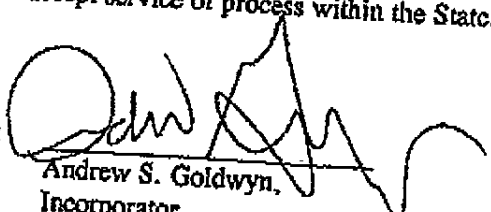
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**041001 CORPORATION'S  
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501 of the Florida Business Corporation Act, laws of the State of Florida (the "General Corporation Law"), the following is submitted, in compliance with the General Corporation Law:

That 041001 CORPORATION (the "Company"), desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441, has named Andrew S. Goldwyn, Esq. as its agent to accept service of process within the State.

By:

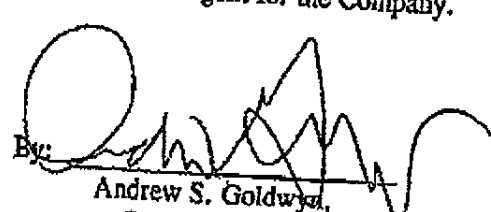
  
Andrew S. Goldwyn,  
Incorporator

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**ACKNOWLEDGEMENT:**

Having been named to accept service of process for 041001 CORPORATION, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I am familiar with and accept the duties and responsibilities as Registered Agent for the Company.

By:

  
Andrew S. Goldwyn,  
as Registered Agent

Dated: April 10, 2001

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