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FILED  
01 MAY 17 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GARY A. FEDER  
KENNETH J. DUNN  
BOTH ADMITTED IN FL & NJ

May 15, 2001

Department of State  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, FL 32399

000004242650-2  
-05/17/01-01098-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation for Cedars Capital Management, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Certification of Designation for registered agent for the above referenced company and a check in the amount of \$78.75 representing the filing fees and cost for a certified copy of same. Please forward the certified copy of the recorded documents to the following address:

Gary A. Feder, Esq.  
Feder & Dunn, P.A.  
11575 Heron Bay Blvd., Suite 309  
Coral Springs, Florida 33076

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-575-7272.

Sincerely,

*Erika Miller*  
Erika Miller, Assistant

*aj 5/23*

**ARTICLES OF INCORPORATION  
OF  
CEDARS CAPITAL MANAGEMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Cedars Capital Management, Inc.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common with a par value of \$0.01.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

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## **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of one director with the same address as the corporation.

## **ARTICLE X**

The initial registered agent of the corporation is Gary A. Feder, Esq. The street address of the corporation's initial registered office is Feder & Dunn, P.A., 11575 Heron Bay Blvd., Suite 309, Coral Springs, Florida 33076.

**ARTICLE XI**

The principal place of business and mailing address of this corporation shall be:

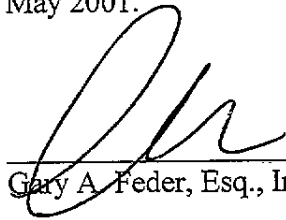
Cedars Capital Management, Inc.  
1200 West Avenue  
Suite 1415  
Miami, Florida 33139

**ARTICLE XII**

The name and address of the incorporator to these Article of Incorporation is

Gary A. Feder, Esq.  
Feder & Dunn, P.A.  
11575 Heron Bay Blvd., Suite 309  
Coral Springs, Florida 33076

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of May 2001.



\_\_\_\_\_  
Gary A. Feder, Esq., Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

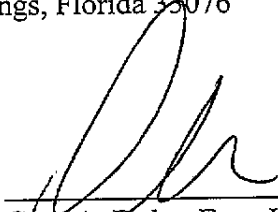
*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

The name of the corporation is Cedars Capital Management, Inc.

The name and address of the registered agent and office is:

Gary A. Feder, Esq.  
Feder & Dunn, P.A.  
11575 Heron Bay Blvd., Suite 309  
Coral Springs, Florida 33076

FILED  
01 MAY 17 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Gary A. Feder, Esq., Incorporator  
May 15, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Gary A. Feder, Esq.