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To:

Division of Corporations
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From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
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FLORIDA PROFIT CORPORATION OR P.A.

ANDORA HOLDINGS, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight MAY 25 2001

ARTICLES OF INCORPORATION
OF
ANDORA HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is ANDORA HOLDINGS, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South
Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). No director may be removed from office during his term except for cause. The name and address of the person to serve as member of the initial board of directors is:

Milton Barbarosh
c/o Stenton Leigh Group
1900 Corporate Boulevard
Suite 305 W
Boca Raton, FL 33431

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Milton Barbarosh
c/o Stenton Leigh Group
1900 Corporate Boulevard
Suite 305 W
Boca Raton, FL 33431

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

c/o Stenton Leigh Group
1900 Corporate Boulevard
Suite 305 W
Boca Raton, FL 33431

ARTICLE X
TRANSFER OF SHARES

No Shareholder may transfer or assign his shares in the Corporation except with the written consent of the Corporation and all the Shareholders entitled to vote. All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. The Corporation shall have the option, but not the obligation, to purchase the shares of a Shareholder whose shares have been involuntarily assigned for the "net book value" of such shares for Federal tax purposes on the date of such involuntary assignment. No assignee shall have the right to vote his assigned shares unless such assignment has been approved by all of the Shareholders and the Corporation.

ARTICLE XI
DISTRIBUTION

No distribution to a Shareholder shall be permitted unless consented to by the Board of Directors and all Shareholders entitled to vote.

ARTICLE XII
REORGANIZATION, LIQUIDATION, SALE OF ASSETS, ETC.

No reorganization, liquidation, dissolution, sale of substantially of all assets, etc. shall be permitted unless approved by the Board of Directors and all Shareholders entitled to vote.

ARTICLE XIII
AMENDMENT

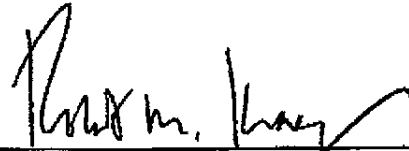
The Articles of Incorporation and the Bylaws shall not be subject to amendment except with the consent of all the Shareholders entitled to vote and the Board of Directors.

Executed by the undersigned on the 23 day of May, 2001.


MILTON BARBAROSH
INCORPORATOR

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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