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FAX NO.

P. 01

PO1000053827

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

FLORIDA PROFIT CORPORATION OR P.A.

UH & G Corp.

Certificate of Status	0
Certified Copy	1
Page Count	02 (3)
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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McKnight MAY 31 2001

Fax Audit# (H01000070138 2)

ARTICLES OF INCORPORATION

OF

UH & G Corp.

(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))

ARTICLE I NAME

The name of the corporation shall be:

UH & G Corp.

ARTICLE II PRINCIPAL OFFICE

The principle place of business/mailling address is:

1661 Michigan Avenue
Miami Beach, FL 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The nature of the business and the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Corporation Law of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1,000 Shares of Common Stock, with \$.01 par value

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Uri Hanoch - Sole Director and President

1661 Michigan Avenue
Miami Beach, FL 33139

Gabrielle Halpern - Vice President, Secretary
and Treasurer

1661 Michigan Avenue
Miami Beach, FL 33139

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

National Corporate Research, Ltd.
1406 Hays Street, Suite #2
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

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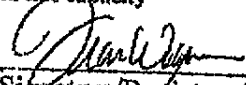
Fax Audit# (H01000070138 2)

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

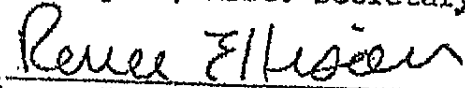
Renee Ellison
c/o Goodwin Procter LLP
1285 Avenue of the Americas
New York, NY 10019

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent
Fran Wagner, Asst. Secretary

5/30/01
Date



Signature/Incorporator

5/30/01
Date

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TALLAHASSEE, FLORIDA