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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KTT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

CASTOR INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF
CASTOR INVESTMENTS, INC.

We, the undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME AND DURATION

The name of the Corporation shall be: CASTOR INVESTMENTS, INC. and its existence shall be perpetual.

ARTICLE II - PURPOSE

The general nature of the business to be transacted shall be: buy and sell real estate, and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Capital Stock of the Corporation shall consist of ONE HUNDRED (100) Shares, FIVE AND NO/100 (\$5.00) DOLLARS par value.

PREPARED BY:

GEORGE J. BLUTSTEIN, ESQ.
4700-B Sheridan Street
Hollywood, FL 33021
(954) 963-9205

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TALLAHASSEE, FLORIDA

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4700-B Sheridan Street, Hollywood, FL 33021, and the name of the initial Registered Agent of this Corporation at that address is: GEORGE J. BLUTSTEIN.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is:
16750 N.E. 14th Avenue, Building 11, Apt. 208, N. Miami Beach, FL 33162.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1) and the name and address of the initial director(s) of this Corporation is:

BORIS RAZUMOVSKIY
16750 N.E. 14th Ave.
Building 11, Apt. 208
N. Miami Beach, FL 33162

ISAAC FELDMAN
18090 Collins Avenue, #T-10
N. Miami Beach, FL 33160

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

GEORGE J. BLUTSTEIN
4700-B Sheridan St.
Hollywood, FL 33021

ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____ 2001.

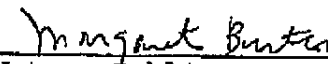


Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE J. BLUSTEIN, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 31 day of May, 2001.




Notary Public, State of Florida

My commission expires:

MARGARET A. BUSTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC939180
EXPIRES 5/31/2004
FUNDING THRU ASA 1-888-NOTARY1

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GEORGE J. BLUSTEIN

DATED: This 31 day of May, 2001.

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TALLAHASSEE, FLORIDA

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