



1000076447

C. Scott Rassler, J.D.
President

Family Wealth Counselors, Inc.
THINKING BEYOND...

July 31, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/01/01--01088--004
*****78.75 *****78.75

Re: ES Family Enterprises, Inc.

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation and Registered Agent designation for: ES Family Enterprises, Inc. Also enclosed is our check in the amount of \$78.75 to cover filing fees and your charges for a certified copy of the Articles

Please call if you have any questions concerning this correspondence. Thank you very much.

All the best,

C. Scott Rassler

enclosures

FILED
01 AUG -1 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-3-01
111C

**ARTICLES OF INCORPORATION
OF
ES FAMILY ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name and mailing address of this corporation is: **ES FAMILY ENTERPRISES, INC.**, 600 Corporate Drive, Suite 310 Fort Lauderdale, Florida 33334

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **C. Scott Rassler, 600 Corporate Drive, Suite 310, Fort Lauderdale, Florida 33334** and the name of the initial registered agent of this corporation at that address is: **C. Scott Rassler**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased (or decreased) from time to time by the By-Laws.

<u>NAME</u>	<u>ADDRESS</u>
Estelle Stanley President	10 Woodland Drive Sands Point, NY 10050
Marion Kahn Secretary/Treasurer	377 Carl's Path Deer Park, NY 11729

ARTICLE VIII - INCORPORATOR

NAME/ADDRESS

C. Scott Rassler
600 Corporate Drive, Suite 310
Fort Lauderdale, Florida 33334

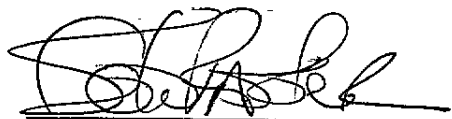
ARTICLE IX - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code of 1952, as amended.

ARTICLE X - 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.

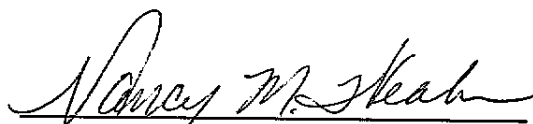
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 2001.



C. Scott Rassler Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

On this 31 day of July, 2001, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **C. Scott Rassler**, [XX] to me personally known, [] who presented driver's license no. _____, or [] other identification, and who did take an oath, and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily.



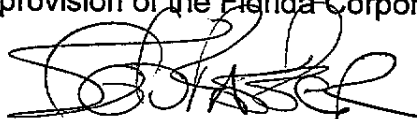
Notary Public

Notary Stamp



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping open said office.



C. Scott Rassler
Registered Agent