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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

900004527809--1 08/09/01--01091--012 *****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00

\$78.75

Filing Fee

Filing Fee

& Certificate of Status

□ \$78.75

⊠\$87.50

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

MATTHEW J. ABRAMS

Name (Printed or typed)

3299 CLINT MOORE ROAD, Apt. 102

BOCA RAFON, FL 33496 City, State & Zip

561 - 470 - 9115

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



ASTONIES PASSES

ARTICLES OF INCORPORATION OF MATTHEW JOSEPH ABRAMS, INC.

ARTICLE I.

NAME

The name of the Corporation is: MATTHEW JOSEPH ABRAMS, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

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

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 3299 Clint Moore Road, Apt. 102, Boca Raton, Florida 33496.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3299 Clint Moore Road, Apt. 102, Boca Raton, Florida 33496 and the name of the initial registered agent of this

Corporation at that address is Matthew J. Abrams. By execution of these Articles of Incorporation, Matthew J. Abrams (registered agent), acknowledges and accepts the duties and responsibilities as registered agent for said Corporation.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial director is:

MATTHEW J. ABRAMS
3299 Clint Moore Road, Apt. 102
Boca Raton, Florida 33496

The number of directors may be increased or decreased from time to time by the By-Laws.

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MATTHEW J. ABRAMS 3299 Clint Moore Road, Apt. 102 Boca Raton, Florida 33496

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XI.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE "XII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments 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 8 day of August 2001.

Matthew J. ABRAMS

STATE OF FLORIDA

COUNTY OF PALM BEACH

Subscribed, acknowledged and sworn to before me by MATTHEW J. ABRAMS, who is personally known to me or who has produced a driver's license as identification, and who did take an oath, on 2001.

8 day of Hugust

Florida

LORRAINE A. NOBLE LORRAINE A. 177230 COMMISSION # CC 712230 EXPIRES JAN 29, 2002 ATLANTIE BENEINE EEN; INC.

(Print Name of Notary) State of Florida at Large (Seal)

My Commission Expires:

Serial Number, if any

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of MATTHEW JOSEPH ABRAMS, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 8-08-2001