

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

TWENTY-THIRD AVENUE HOLDINGS, INC.

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

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**ARTICLES OF INCORPORATION
OF
TWENTY-THIRD AVENUE HOLDINGS, INC.**

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is TWENTY-THIRD AVENUE HOLDINGS, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address and mailing address of the corporation shall be 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Donald J. Thomas, 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.
John E. Carter, 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.
Richard C. Hutchison, 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is Donald J. Thomas, 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE XI

The name of the initial registered agent of the corporation is Donald J. Thomas, Esq., and his address is 1200 N. Federal Highway, Suite 1200, Boca Raton, Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 21 day of Sept, 2001.

[Handwritten signature of Donald J. Thomas]

DONALD J. THOMAS

STATE OF FLORIDA)

) ss.

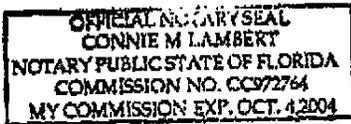
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DONALD J. THOMAS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of September, 2001 at Boca Raton, Palm Beach County, Florida.

[Handwritten signature of Connie M. Lambert]

Notary Public, State of Florida



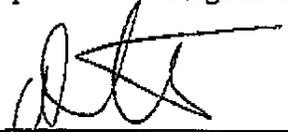
(Print, type or stamp Commissioned name of Notary Public)

My Commission Expires:

Personally known or () Produced Identification
Type of Identification: _____

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



DONALD J. THOMAS
Registered Agent

DATED: 9/21/01

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