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Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : PROSKAUER ROSE GOETZ & MENDELSON  
Account Number : 074673001063  
Phone : (561)995-4751  
Fax Number : (561)241-7145

FLORIDA PROFIT CORPORATION OR P.A.

Cantor, Inc.

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Cantor, LLC  
888 S.E. Third Avenue  
Suite 400  
Fort Lauderdale, FL 33316

October 11, 2001

Office of the Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Cantor, Inc.

Dear Sir/Madam:

The undersigned company has been formed in Florida under the name Cantor, LLC. We are aware of the fact that a new Florida corporation may be formed under the name Cantor, Inc.

The undersigned company has no objection to such name being used.

Cantor, LLC,  
a Florida limited liability company

By: [Signature]  
Huw Gwynn Jones,  
Title: MANAGING member  
+ President

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**ARTICLES OF INCORPORATION  
OF  
CANTOR, INC.**

**Article I  
Name**

The name of the corporation is CANTOR, INC.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

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

**Article IV  
Address**

The principal place of business of the corporation shall be: 1500 N.W. 62<sup>nd</sup> Street, Suite 401, Fort Lauderdale, FL 33309.

**Article V  
Capital Stock**

The corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

**Article VI  
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 1500 N.W. 62<sup>nd</sup> Street, Suite 401, Fort Lauderdale, FL 33309, and the name of the initial registered agent of the corporation at that address is Huw Gwynn-Jones.

**Article VII  
Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

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Huw Gwynn-Jones  
1500 N.W. 62<sup>nd</sup> Street  
Suite 401  
Fort Lauderdale, FL 33309

Article VIII  
Incorporator

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

Andrew Levy  
2255 Glades Road  
Suite 340W  
Boca Raton, FL 33431

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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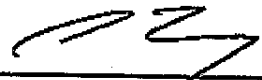
Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence


The corporate existence of this corporation shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of October, 2001.

  
\_\_\_\_\_  
Andrew Levy, Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Huw Gwynn-Jones  
Registered Agent  
Dated: OCT 15<sup>th</sup>, 2001

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JAIL/MASS/FLORIDA