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VIA FEDERAL EXPRESS

October 24, 2001

RECEIVED  
01 OCT 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

600004653016--2  
-10/25/01--01041--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Somerset Capital Corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above corporation along with our check in the amount of \$78.75 for the filing fee and certified copy of the corporate filing.

Thank you.

Very truly yours,

SIEGEL, LIPMAN, DUNAY & SHEPARD, LLP

  
Jonathan L. Shepard

JLS:mik  
Enclosures

T. Burch OCT 26 2001

**ARTICLES OF INCORPORATION  
OF  
SOMERSET CAPITAL CORPORATION**

**ARTICLE 1  
NAME**

The name of this Corporation is Somerset Capital Corporation.

**ARTICLE 2  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

**ARTICLE 3  
MAILING ADDRESS**

The mailing address of this Corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

**ARTICLE 4  
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5  
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of One Cent (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida, 33486, and the name of the initial registered agent of this Corporation at that address is Bruce A. Bernstein.

**FILED**  
01 OCT 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 7  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Bruce A. Bernstein, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 8  
OFFICERS AND DIRECTORS


Bruce A. Bernstein  
5355 Town Center Road, Suite 801  
Boca Raton, Florida 33486

President, Secretary, Treasurer, Director

ARTICLE 9  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of October 2001.

  
\_\_\_\_\_  
Bruce A. Bernstein, Incorporator

**CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
SOMERSET CAPITAL CORPORATION**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Somerset Capital Corporation, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Bruce A. Bernstein, located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

**ACKNOWLEDGEMENT:**

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 the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



\_\_\_\_\_  
Bruce A. Bernstein

**FILED**  
01 OCT 25 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA