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November 08, 2001

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
01 NOV 13 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Sperber Holdings, Inc..

500004677495--1

Gentlemen:

-11/13/01--01097--015
*****78.75 *****78.75

Enclose please find Articles of Incorporation, original and one copy,
together with a check in the amount of \$78.75, for each corporation.

Thank you for your attention to this matter.

Sincerely yours,


Danice K. White

11-15-01
WC

**ARTICLES OF INCORPORATION
OF
SPERBER HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: Name

The name of the corporation is SPERBER HOLDINGS, INC.

Article II: Duration

This corporation shall have perpetual existence.

Article III: Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article IV: Capital Stock

This corporation is authorized to issue One Hundred (100) shares of stock at One Dollar (\$1.00) par value common stock.

Article V: Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3617 Quail Ridge Drive, Boynton Beach, Fl 33436 and the name of the initial registered agent of this corporation at the address is Irving C. Sperber.

Article VI: Principal Office and Mailing Address

The principal office and mailing address of the corporation is 3617 Quail Ridge Drive, Boynton Beach, Fl 33436.

Article VII: Initial Board of Directors

This corporation shall have one sole (1) director initially. The number of directors may be increased from time to time by the bylaws.

The name and address of the initial director of this corporation is:

Name

Irving C. Sperber

Address

3617 Quail Ridge Drive,
Boynton Beach, Fl 33436

Article VIII: Incorporator

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

Name

Irving C. Sperber

Address

3617 Quail Ridge Drive,
Boynton Beach, Fl 33436

Article IX: Powers

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

Article X: Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI: Action by Directors without a Meeting

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

Article XII: Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

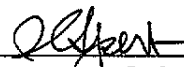
Article XIII: Amendment

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 shareholder(s) is subject to this reservation.

Article XIV: 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 adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of November, 2001.



IRVING C. SPERBER
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Irving C. Sperber, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of NOV, 2001



Notary Public
My Commission Expires:



Doak S. Campbell, III.
MY COMMISSION # DD035906 EXPIRES
June 21, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

FIRST THAT SPERBER HOLDINGS, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF BOYNTON BEACH, STATE OF FLORIDA, NAMED
IRVING C. SPERBER OF SPERBER HOLDINGS, INC. ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
Irving C. Sperber

TITLE INCORPORATOR

DATE NOV 5 2001

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Irving C. Sperber

DATE NOV 5 2001