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**FLORIDA PROFIT CORPORATION OR P.A.**

**MCCRACKIN HARRIS PARTNERS, INC.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 26, 2001

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ARTICLES OF INCORPORATION

OF

MCCRACKIN HARRIS PARTNERS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is McCrackin Harris Partners, Inc., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 7945 East Drive, #101, North Bay Village, FL 33141, and the name of its initial registered agent at such address is Sharon M. Harris. The principal office and mailing address of the corporation is 7945 East Drive, #101, North Bay Village, FL 33141.

This instrument prepared by:

GARY SILBERMAN, ESQ.  
JONAS & SILBERMAN, P.A.  
300 71st Street, Suite #405  
Miami Beach, FL 33141  
Florida Bar No. 0885230  
Tel: (305) 866-7621

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**ARTICLE VI. - DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation are two. The names and addresses of the persons who are to serve as members of the initial Board of Director are as follows:

Nancy K. McCrackin  
7945 East Drive, #101  
North Bay Village, FL 33141

Sharon M. Harris  
7945 East Drive, #101  
North Bay Village, FL 33141

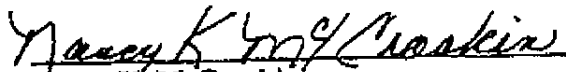
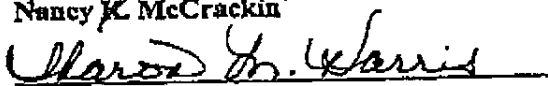
**ARTICLE VII. - INCORPORATORS**

The names and addresses of the incorporators are:

Nancy K. McCrackin  
7945 East Drive, #101  
North Bay Village, FL 33141

Sharon M. Harris  
7945 East Drive, #101  
North Bay Village, FL 33141

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 20<sup>th</sup> day of November, 2001.

  
Nancy K. McCrackin  
  
Sharon M. Harris

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 20<sup>th</sup> day of November, 2001, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Nancy K. McCrackin and Sharon M. Harris who acknowledged before me that they are the subscribers to these

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Articles of Incorporation and they have acknowledged that they have signed same on this 20<sup>th</sup> day of November, 2001, and who did take an oath.



Sandra C. Lopez, Notary Public at Large  
State of Florida  
My commission expires:



Sandra C. Lopez  
Commission # OC #11226  
Expires Apr. 6, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

**ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT**

COMES NOW, Sharon M. Harris, and hereby acknowledges her appointment as the registered agent of McCrackin Harris Partners, Inc., a Florida corporation, and she is familiar with, and accepts, the obligations of that position.



Sharon M. Harris

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