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Of Counsel

C. Reid Bierer

November 27, 2001

Boca Raton Office  
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Boca Raton, FL 33432  
(561) 394-8886

Reply to:

West Palm Beach

Florida Department of State  
Corporate Records Bureau  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/30/01--01045--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Tochner & Tochner Corp.

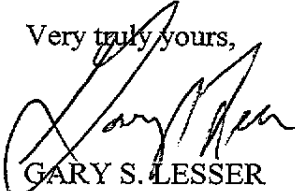
Gentlemen:

Enclosed herein please find original duly executed Articles of Incorporation of Tochner & Tochner, Inc., with an executed copy thereof. Also enclosed is our check for \$78.75 to cover the cost of same.

Please return a certified copy of the Articles after same have been filed. We are providing a self-addressed stamped envelope for your convenience.

If anything further is required, please do not hesitate to contact us.

Very truly yours,

  
GARY S. LESSER  
GSL:fg  
encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

58MTH DEC 04 2001

41

ARTICLES OF INCORPORATION  
OF  
TOCHNER & TOCHNER CO.

I, the undersigned, hereby associate myself for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of the corporation is TOCHNER & TOCHNER CO.

**ARTICLE II**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- a) All matters pertaining to real estate and other related financial services.
- b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally, to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,
- c) To do any and all things that any natural person might do.

**ARTICLE III**

The total number of shares of capital stock which may be issued by this corporation in One Thousand (1,000) shares of no-par value; all of which shall be common stock and shall be fully paid and non-assessable.

**ARTICLE IV**

The amount of capital with which this corporation shall commence is Five Hundred Dollars (\$500.00) capital money paid in.

**ARTICLE V**

The principal place of business of said corporation shall be at 885 Fathom Road, North Palm Beach, Florida 33408 or at such other place as is, from time to time, designated by the Board of Directors.

**ARTICLE VI**

The number of Directors of this corporation shall not be less than one (1) or more than three (3).

**ARTICLE VII**

This corporation shall have perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

NAME:

ADDRESS:

Paul Michael Tochner

885 Fathom Road  
North Palm Beach, FL 33408

Max Tochner

885 Fathom Road  
North Palm Beach, FL 33408

### ARTICLE IX

The name and post office address of each subscriber is:

NAME:

SHARES:

ADDRESS:

Paul Michael Tochner

200

885 Fathom Road  
North Palm Beach, FL 33408

Max Tochner

200

885 Fathom Road  
North Palm Beach, FL 33408

### ARTICLE X

The registered agent of this corporation to serve until such time as the corporation sees fit to name a new registered agent shall be PAUL MICHAEL TOCHNER, 885 Fathom Road, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 27<sup>th</sup> day of November, 2001.



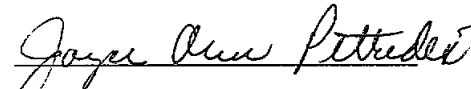
Paul Michael Tochner

STATE OF FLORIDA

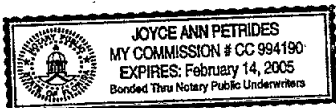
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared Paul Michael Tochner, who is personally known to me or produced \_\_\_\_\_ as identification and who executed the above and foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27<sup>th</sup> day of November, 2001.

  
Notary Public

My Commission Expires:



CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to his appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

Dated at West Palm Beach, Florida, this 27th day of November, 2001.

  
Paul Michael Tochner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA