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January 14, 2002

Florida Department of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 4:10

Re: Articles of Incorporation of MUR-MARLUCE, INC.

Dear Ladies or Gentlemen:

I am enclosing herewith two original Articles of Incorporation of MUR-MARLUCE, INC., together with my firm check in the amount of \$78.75 for the filing fee and one certified copy of the Articles. When the corporation is formed, it should be sent to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,



EDWARD E. LEVINSON

EEL/dlm
Enclosures
cc: Mr. Murray M. Sheldon
(with copy of articles)
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**ARTICLES OF INCORPORATION
OF
MUR-MARLUCE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **MUR-MARLUCE, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial office of the corporation is 517 Arthur Godfrey Road, Miami Beach, Florida 33140. The street address of the initial registered office of this Corporation is 517 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this Corporation at that address is Murray M. Sheldon.

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ARTICLE VI

The corporation shall have at least one director, initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member of the First Board of Director of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---|
| Murray M. Sheldon | 517 Arthur Godfrey Road Miami Beach, Florida 33140 |

ARTICLE VIII

Members of the Board of directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---|
| Murray M. Sheldon | 517 Arthur Godfrey Road Miami Beach, Florida 33140 |

ARTICLE XI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Marluce Halcomb - **President**
Murray M. Sheldon - **Vice President, Secretary and Treasurer**

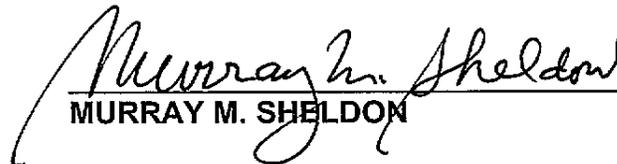
ARTICLE XII

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the boards of directors. Nevertheless, the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any such right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami Beach, Florida, this 14 day of January, 2002.

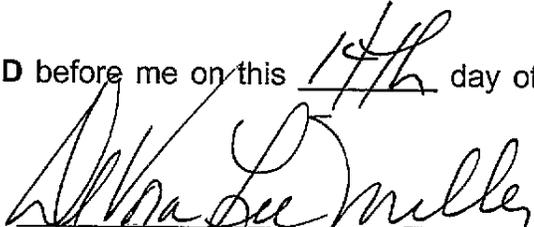


MURRAY M. SHELDON

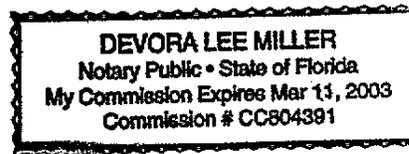
**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, the undersigned authority, personally appeared **Murray M. Sheldon**, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of **MUR-MARLUCE, INC.**, acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 14th day of January, 2002.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

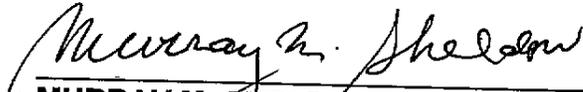
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MUR-MARLUCE, INC. desiring to organize under the laws of the State of Florida, hereby designates **Murray M. Sheldon** as its registered agent and **517 Arthur Godfrey Road, Miami Beach, Florida 33140** as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



MURRAY M. SHELDON, Registered Agent

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