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**LAW OFFICES OF  
MAYER & KENNEDY**

EARL E. MAYER, JR.\*  
P. TODD KENNEDY, P.A., LL.M. Taxation †  
PAUL T. TRINLEY, LL.M. Taxation

\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
To Matters of Federal Tax Law

MARK J. NOWICKI, P.A., Of Counsel †  
Also Admitted in Colorado and Montana

† Board Certified in Taxation

THE FORUM - TOWER A  
1675 PALM BEACH LAKES BLVD.  
SUITE 700  
WEST PALM BEACH, FL 33401  
TEL: (561) 683-2484  
FAX: (561) 684-3142  
E-MAIL: [Mayerkennedy@aol.com](mailto:Mayerkennedy@aol.com)

January 29, 2002

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-01/30/02--01048--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 East Gaines Street (32301)  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: STEINBERG MANAGEMENT, INC.**

Dear Sir or Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation and Registered Agent forms for the above captioned corporation.

Please file the original and return a certified copy to this office using the provided self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	8.75
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$78.75</b>

**FILED**  
02 JAN 30 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

New Product  
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15

Secretary of State  
Division of Corporations  
January 29, 2002  
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If you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY

A handwritten signature in black ink, appearing to be 'Paul T. Trinley', written over a horizontal line.

Paul T. Trinley

PTT/tas  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
STEINBERG MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

- 1.01 The name of this corporation is **STEINBERG MANAGEMENT, INC.**

ARTICLE TWO

- 2.01 The corporation is to have perpetual existence.

ARTICLE THREE

- 3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

- 4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000,000 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

- 5.01 The street address of the initial registered office of the corporation is 2581 NW 59<sup>th</sup> Street, Boca Raton, FL 33496 and the name of the initial Registered Agent at that address is Fred L. Steinberg.

ARTICLE SIX

- 6.01 The name and address of the incorporator of this corporation is:

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02 JAN 30 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name

Address

Fred L. Steinberg

2581 NW 59<sup>th</sup> Street  
Boca Raton, FL 33496

ARTICLE SEVEN

7.0 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

Name

Address

Fred L. Steinberg

2581 NW 59<sup>th</sup> Street  
Boca Raton, FL 33496

Constance D. Fields

2581 NW 59<sup>th</sup> Street  
Boca Raton, FL 33496

ARTICLE EIGHT

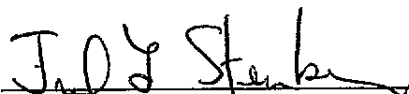
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 25<sup>th</sup> day of January, 2002.

By:

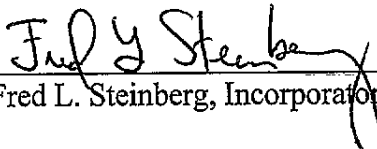
  
Fred L. Steinberg, Incorporator

**CERTIFICATE DESIGNATING PLACE OF 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:

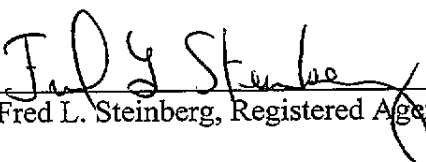
First, that STEINBERG MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2581 NW 59<sup>th</sup> Street, Boca Raton, FL 33496.

Second, named Fred L. Steinberg, located at 2581 NW 59<sup>th</sup> Street, Boca Raton, FL 33496, as its Agent to accept service of process within Florida.

  
Fred L. Steinberg, Incorporator

Date: January 25<sup>th</sup>, 2002

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.

  
Fred L. Steinberg, Registered Agent

Date: January 25<sup>th</sup>, 2002