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O. M. AMIR & COMPANY*

ATTORNEYS AT LAW

* CHARTERED

2500 EAST HALLANDALE BEACH BOULEVARD
SUITE 501
HALLANDALE BEACH, FLORIDA 33009
TELEPHONE: (954) 456-3137
FACSIMILE: (954) 455-5191

February 26, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300005032673--2
-03/01/02--01061--009
*****87.50 *****87.50

Re: Articles of incorporation of Guarantee Services Inc.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the article of incorporation of Guarantee Services Inc. and a check for \$87.50 representing the filing fees, certified copy and certificate of status.

Please file the foregoing as soon as possible. If you need additional information, please do not hesitate to contact us. Thank you.

Sincerely,

O. M. AMIR & COMPANY, CHARTERED

By: _____

O. M. Amir

OMA/cj

Enclosure

FILED
02 MAR -1 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN MAR 7 2002

FILED
02 MAR -1 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
GUARANTEE SERVICES INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Guarantee Services Inc.

ARTICLE TWO

PRINCIPAL OFFICE ADDRESS

The principal office address of the corporation shall be:

2500 East Hallandale Beach Boulevard
Suite 500
Hallandale Beach, Florida 33009

This address may be changed at any time by the Board of Directors.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in any lawful business;

2. 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 the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2500 E. Hallandale Beach Boulevard, Suite 501, Hallandale Beach, Florida 33009, and the name of its initial registered agent at such address, is Ofer Amir.

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Yaron Cohen
2500 East Hallandale Beach Boulevard
Suite 500
Hallandale Beach, Florida 33009

Signature/Incorporator


SIGNATURE AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

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TALLAHASSEE, FLORIDA