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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 450134 7199111

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigute

ORDER DATE : March 11, 2002

ORDER TIME : 10:37 AM

ORDER NO. : 450134-015

*** PLEASE FILE 1ST***

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
Seth E. Ellis, P.a.
Attorneys & Counselors At Law
Suite 290
2600 North Military Trail
Boca Raton, FL 33433

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DOMESTIC FILING

NAME: DUSHKIN ENTERPRISES II, INC.

900005080069--8

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

J. BRYAN MAR 11 2002
TAK 45

**ARTICLES OF INCORPORATION
OF
DUSHKIN ENTERPRISES II, INC.**

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ARTICLE I
Name

The name of the corporation is **DUSHKIN ENTERPRISES II, INC.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 8TH day of March, 2002.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: C/O SETH E. ELLIS, PA, 2600 NORTH MILITARY TRAIL, SUITE 290, BOCA RATON, FL 33431, and the name of the initial registered agent of this corporation at that address is: SETH E. ELLIS, ESQ.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have ONE (1) director(s). The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The

name and address of the initial director of this corporation is:

ETHEL DUSHKIN

401 69TH STREET

MIAMI, FL 33141

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:
SETH E. ELLIS, ESQ., SETH E. ELLIS, PA, 2600 NORTH MILITARY TRAIL,
SUITE 290, BOCA RATON, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on this 8 day of
MARCH, 2002.



SETH E. ELLIS, ESQ., Incorporator

STATE OF FLORIDA :
SS :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 8
day of March, 2002, by SETH E. ELLIS, ESQ., who is
personally known to me or who has produced _____ as
identification.

LaShon Houston
Notary Public, State of Florida
at Large

LaShon Houston
Type/Print/or Stamp Name of Notary

My Commission Expires:



LaShon Houston
Commission # DD 031033
Expires June 4, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC061462
EXPIRES 6/15/2004
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

DUSHKIN ENTERPRISES II, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **DUSHKIN ENTERPRISES II, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: SETH E. ELLIS, PA, 2600 NORTH MILITARY TRAIL, SUITE 290, BOCA RATON, FL 33431, has named SETH E. ELLIS, Esq., located at SETH E. ELLIS, PA, 2600 NORTH MILITARY TRAIL, SUITE 290, BOCA RATON, FL 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



SETH E. ELLIS, ESQ.

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