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March 4, 2002

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-03/18/02--01092--030  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: *Incorporation of Leonard Adler Holdings, Inc.***

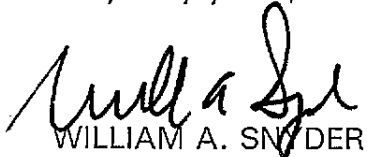
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for *Leonard Adler Holdings, Inc.*, and a check in the amount of \$87.50 representing the following:

Filing Fee:	\$70.00
Certificate of Status:	\$ 8.75
Certified Copy	<u>\$10.00</u>
	\$87.50.

Thank you for your attention to this matter.

Very truly yours,

  
WILLIAM A. SNYDER  
WAS/cks

Enclosures as noted

CC: Leonard Adler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
LEONARD ADLER HOLDINGS, INC.  
(a Florida corporation)**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLE I - NAME**

The name of the Corporation is **LEONARD ADLER HOLDINGS, INC.** (hereinafter called the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The current mailing address of the principal place of business of the Corporation is 6151 Miramar Parkway, Suite 327, Miramar, Florida 33023-3998.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of voting common stock, par value \$0.01 per share (the "Voting Stock").

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than seven (7) directors, and shall initially consist of four (4) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Leonard Adler  
6151 Miramar Parkway, Suite 327  
Miramar, Florida 33023-3998

Millicent Elizabeth Adler  
10871 NW 3<sup>rd</sup> Court  
Pembroke Pines, Florida 33026

Bernice Feierstadt  
1300 St. Charles Place, Apt. # 417  
Pembroke Pines, Florida 33026

Illene S. Gross  
16500 Golf Club Road, Apt. # 310  
Weston, Florida 33326

#### **ARTICLE VI - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 6151 Miramar Parkway, Suite 327, Miramar, Florida 33023-3998. The name of the initial registered agent of the Corporation at that address is Illene S. Gross.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of the Corporation is Illene S. Gross, 6151 Miramar Parkway, Suite 327, Miramar, Florida 33023-3998.

#### **ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

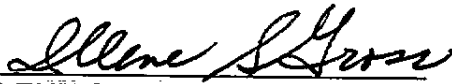
#### **ARTICLE X - BYLAWS**

The Board shall have the power to adopt, amend or repeal the bylaws of the Corporation or any part thereof.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed provided that all of the shareholders of the Corporation consent to such alteration, amendment or repeal in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of **LEONARD ADLER HOLDINGS, INC.**, this 11 day of MARCH, 2002.

  
ILLENE S. GROSS, Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
LEONARD ADLER HOLDINGS, INC.**

The undersigned, Illene S. Gross, whose business address is 6151 Miramar Parkway, Suite 327, Miramar, Florida 33023-3398 hereby accepts appointment as the initial registered agent of **LEONARD ADLER HOLDINGS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
ILLENE S. GROSS  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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