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AUTHORIZATION : *Patricia Pigato*

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TALLAHASSEE FLORIDA

ORDER DATE : April 8, 2002

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ORDER NO. : 516670-005

CUSTOMER NO: 4335239

CUSTOMER: Ms. Christine M. James
Moritt, Hock, Hamroff
& Horowitz, LLP
400 Garden City Plaza
Suite 202
Garden City, NY 11530

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DOMESTIC FILING

NAME: WIENER FAMILY HOLDING CORP.

*****FILE 1ST*****

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

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4/9/02

ARTICLES OF INCORPORATION

OF

WIENER FAMILY HOLDING CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being formed under the Florida Business Corporation Act, certifies that:

FIRST: The name of the corporation is:

WIENER FAMILY HOLDING CORP.

SECOND: The street address of the initial principal office of the corporation is 131 Emerald Key Lane, Palm Beach Gardens, Florida 33418.

THIRD: The corporation is authorized to issue two hundred (200) shares of common stock, each of which is without par value, and all of which are of the same class.

FOURTH: The street address of the corporation's initial registered agent is 131 Emerald Key Lane, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent at that office is Marvin Wiener. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of each incorporator is Christine M. James, c/o Moritt, Hock, Hamroff & Horowitz, LLP 400 Garden City Plaza, Suite 202, Garden City, New York 11530.

SIXTH: The name and address of the initial director is Marvin Wiener and Sondra Wiener, 131 Emerald Key Lane, Palm Beach Gardens, Florida 33418.

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or

obligations of the corporation whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The corporation is being formed for the following purpose or purposes:

To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

NINTH: The duration of the corporation is to be perpetual.

TENTH: The corporation shall, to the fullest extent permitted under the Florida Business Corporation Act, as same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify thereunder from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Business Corporation Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by the Business Corporation Act, as to action in any capacity in which he served at the request of the corporation.

ELEVENTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as same may be amended and supplemented from time to time.

TWELFTH: Except as may otherwise be specifically provided in this Articles of Incorporation, no provision hereof is intended by the corporation to be construed as limiting, prohibiting, denying or abrogation any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation; upon its directors, officers and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification as the same are conferred by the Florida Business Corporation Act.


IN WITNESS WHEREOF, this Certificate has been subscribed to this 1st day of November, 2001 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Christine M. James, Sole Incorporator
Moritt, Hock Hamroff & Horowitz, LLP
400 Garden City Plaza
Suite 202
Garden City, New York 11530
(516) 873-2000

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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 relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

WIENER FAMILY HOLDING CORP.

BY: 
Marvin Wiener, President

Date: November 12, 2001

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