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Account Number : 076247002423
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FLORIDA PROFIT CORPORATION OR P.A.

EPG CAPITAL MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
EPG CAPITAL MANAGEMENT, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: EPG CAPITAL MANAGEMENT, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ADAM J. REISS, ESQ. FLA BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock, \$.0001 par value per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Anthony F. Giordano, 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is John Thristino, 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.

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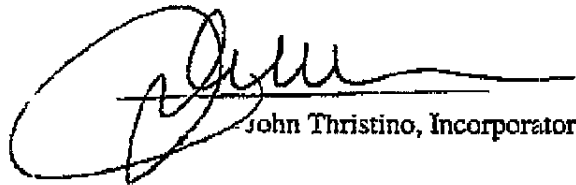
**ARTICLE IX
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 8th day of April 2002.


John Thristino, Incorporator

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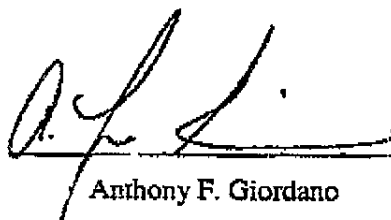
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

EPG CAPITAL MANAGEMENT, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431, has named Anthony F. Giordano, 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Anthony F. Giordano

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