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LAW OFFICES  
OF

ANTHONY M. LIVOTI, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

721 N.E. 3RD AVENUE

FORT LAUDERDALE, FL 33304

(954) 463-3777

ANTHONY M. LIVOTI, JR.  
MEMBER OF FLORIDA, NEW YORK  
& WASHINGTON D.C. BARS

MICHAEL E. COVIELLO  
MEMBER OF FLORIDA &  
WASHINGTON D.C. BARS

OF COUNSEL

DONALD E. OSWALD  
MEMBER OF FLORIDA BAR

JASON BARNETT  
MEMBER OF FLORIDA BAR

April 17, 2002

Division of Corporations  
Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314-6327

900005368369--5  
-04/29/02--01067--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn.: New Corporate Filings

Re: Yorthington, Inc.

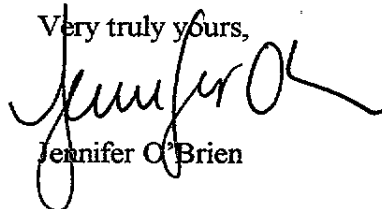
EFFECTIVE DATE  
4-25-02

Dear Sir or Ms.:

Enclosed please find the original and one (1) copy of proposed Articles of Incorporation for the above named entity. Also enclosed please find our firm's check in the amount of \$78.75 (\$35.00 for filing fee, \$35.00 for Registered Agent's fee and \$8.75 for certified copy of Articles of Incorporation). Please return the certified copy of the subject Articles to this office at your earliest convenience.

Should you have any questions, please do not hesitate to call.

Very truly yours,

  
Jennifer O'Brien

Encl

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 29 AM 8:47

F. CHESSEY MAY 2

**ARTICLES OF INCORPORATION**

**OF**

**YORTHINGTON, INC.**

**Article I.**

The name of the Corporation is **YORTHINGTON, INC.**

**Article II.**

This Corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

**Article III.**

The principal place of business and mailing address of this Corporation shall be:

**721 N.E. Third Avenue  
Ft. Lauderdale, FL 33304**

**Article IV.**

This Corporation is organized for the purposes of transacting any and all lawful business.

**Article V.**

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

**Article VI.**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**Article VII.**

Every Shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which the Shareholder already holds, shall have the right to purchase his or her

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SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 MAR 29 PM 8:47

EFFECTIVE DATE  
4-25-62

*pro rata* share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VIII.**

The street address of the initial Registered Agent of this Corporation is **721 N.E. 3rd Avenue #2, Fort Lauderdale, Florida 33304** and the name of the initial Registered Agent of this Corporation at that address is **Anthony M. Livoti, Jr., Esquire**.

**Article IX.**

This Corporation shall initially have one (1) Director. The number of Directors may increase from time to time by the Corporation's By Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
<b>Rena-Rae Kaufman</b>	<b>721 N.E. Third Avenue Ft. Laud., FL 33304</b>

**Article X.**

The stock of this Corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this Corporation will begin business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

**Article XI.**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
<b>Rena-Rae Kaufman</b>	<b>721 N.E. Third Avenue Ft. Laud., FL 33304</b>

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

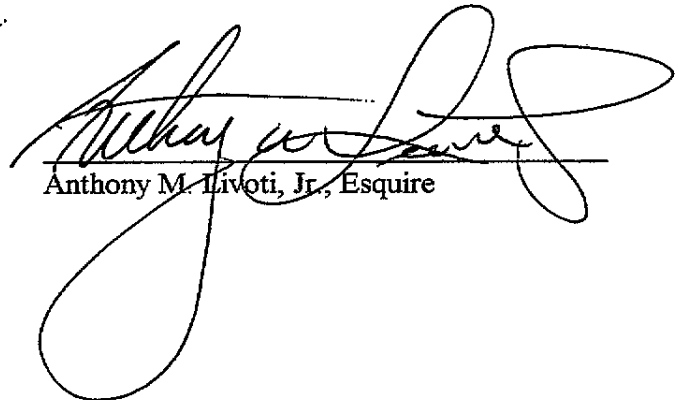
Pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **Yorthington, Inc.** desiring to organize under the laws of the State of Florida, with its principal office located at **721 N.E. Third Avenue, Ft. Lauderdale, FL 33304** as indicated in the Articles of Incorporation, has named **Anthony M. Livoti, Jr., Esquire** located at **721 N.E. 3rd Ave. #2, Ft. Lauderdale, FL 33304**, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been made 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 provisions of said Act relative to keeping open said office.

DATED: 4/25/02

  
Anthony M. Livoti, Jr., Esquire

**Article XII.**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation \_

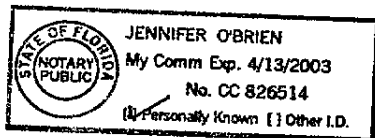
Mary Lou Jones

Rena-Rae Kaufman  
Rena-Rae Kaufman

STATE OF FLORIDA :  
: ss.  
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared **Rena-Rae Kaufman**, who is personally known or who has produced \_\_\_\_\_ as identification and who first being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on  
4/25/02



Jennifer O'Brien  
Notary Public, State of Florida at Large  
Printed Name: Jennifer O'Brien  
Commission No.: CC 926514  
My Commission Expires:

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 29 AM 0:44