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LAZARUS CORPORATION

FAX:3052201440

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

**Division of Corporations
Fax Number : (850) 205-0381**

From:

**Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
Account Number : I20000000019
Phone : (305) 552-5973
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FLORIDA PROFIT CORPORATION OR P.A.

ALEERON HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 MAY 15 PM 4:21

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ARTICLES OF INCORPORATION OF

ALEERON HOLDINGS, INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is: ALEERON HOLDINGS, INC.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase their prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL REGISTRATION OFFICE AND AGENT

The principal place of business and registered street address of the office of this corporation is: 1680 SW 22nd St, Miami, FL 33145

The name of the initial Registered Agent of this corporation is: Eibi Aizenstat

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three(3) director(s) initially. The number of directors may be either increased or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director (s) of this corporation is (are):

Eibi Aizenstat - Pres.

Tami Aizenstat - Sec.

Leonard Steiner - VP

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ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is: Eibi Aizenstat
1680 SW 22nd ST
Miami, FL 33145

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of May 2002.



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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That ALEERON HOLDINGS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed Eibi Aizenstat as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of ALEERON HOLDINGS, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 14 day of May 2002.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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