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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**FLORIDA PROFIT CORPORATION OR P.A.**

fosback financial management, inc.

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ARTICLES OF INCORPORATION
OF
FOSBACK FINANCIAL MANAGEMENT, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

Fosback Financial Management, Inc.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is: 528 Alexander Palm Road, Boca Raton, Florida 33432

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE IV
PURPOSES

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

Prepared by:
Eric B. Zwiemel, Esq.
1876 North University Drive
Suite 201
Plantation, Florida 33322
Fla. Bar No. 476404

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ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 528 Alexander Palm Road, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at such address is Norman Fosback.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Norman Fosback
528 Alexander Palm Road
Boca Raton, Florida 33432

ARTICLE IX
INCORPORATOR

Norman Fosback
528 Alexander Palm Road
Boca Raton, Florida 33432

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

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**ARTICLE XI
LIMITATION ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.


IN WITNESS WHEREOF, the undersigned has subscribed his name this 28th day of August, 2002.


Norman Fosback, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

On this 28 day of August, 2002, before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Norman Fosback, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed it for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.


Notary Public, State of Florida
My Commission Expires: 10/16/04



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Norman Fosback, hereby accept designation as Registered Agent of Fosback Financial Management, Inc.

Dated: August 28th, 2002.


Norman Fosback

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