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LAW OFFICES OF RUSSELL BEYER, P.A.

A PROFESSIONAL ASSOCIATION
2888 E. OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

Mailing Address
P.O. Box 11180
Ft. Lauderdale, FL 33339-1180

Fax: (954) 563-8522
Email: lawguy@bellsouth.net
Phone: (954) 564-5766

October 4, 2002

VIA U.S. MAIL

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

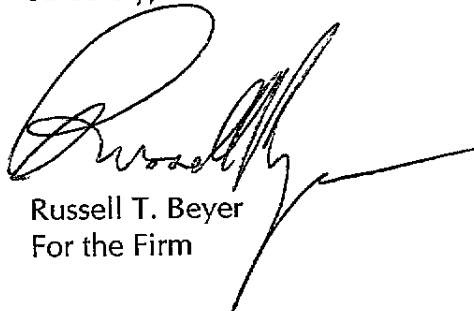
Re: Lisnoff and Associates, Inc.
Corporate Filing/Profit Corporation

Gentlemen:

On behalf of the above-referenced corporation in formation, please file the enclosed documents with the Florida Secretary of State, Division of Corporations. I have enclosed Articles of Incorporation, Certificate of Designation, and my client's check in the amount of \$70 (payable to "Florida Department of State"). I have also enclosed a self-addressed and stamped envelope for the confirmation of filing.

Thank you for your assistance in this matter. Please feel free to contact my office if you should have any questions or problems.

Sincerely,



Russell T. Beyer
For the Firm

Enclosures

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FILED
02 OCT -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

86
10/19

**ARTICLES OF INCORPORATION
OF
LISNOFF AND ASSOCIATES, INC.**

FILED
02 OCT -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

LISNOFF AND ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

11196 Green Lake Drive, #103
Boynton Beach, FL 33437

The mailing address of this corporation shall be:

11196 Green Lake Drive, #103
Boynton Beach, FL 33437

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000.00) SHARES OF ONE CLASS ONLY NAMELY
COMMON STOCK HAVING NO PAR VALUE (\$0.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EILEEN LISNOFF
11196 Green Lake Drive, #103
Boynton Beach, FL 33437

ARTICLE V DIRECTOR(S)

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VI INITIAL DIRECTOR

The name and street address of the Initial Director of this Corporation who shall hold office until successor(s) are elected or appointed and shall have been qualified are:

EILEEN LISNOFF
11196 Green Lake Drive, #103
Boynton Beach, FL 33437

ARTICLE VII INCORPORATOR(S)

The names and street addresses of the Incorporators to these Articles of Incorporation are:

EILEEN LISNOFF
11196 Green Lake Drive, #103
Boynton Beach, FL 33437

The undersigned has executed these Articles of Incorporation this 1 day of October, 2002.


EILEEN LISNOFF, INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED
02 OCT -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LISNOFF AND ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

EILEEN LISNOFF

NAME

11196 Green Lake Drive #103

ADDRESS

Boynton Beach, FL 33437

CITY/STATE/ZIP

SIGNATURE

EILEEN LISNOFF

TITLE INCORPORATOR

DATE October 1, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

EILEEN LISNOFF

DATE:

October 1, 2002