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FLORIDA PROFIT CORPORATION OR P.A.

the marion group of north beach, inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION OF
THE MARION GROUP OF NORTH BEACH, INC., a Florida Corporation**

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is The Marion Group of North Beach, Inc.

ARTICLE II - CORPORATE DURATION

The duration of the Corporation is perpetual, and shall commence upon the execution hereof, as long as they are filed with the Secretary of State within five days, failing which the Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE AND POWERS

The purpose for which the corporation is organized is to engage in any all lawful business purposes.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 7441 Collins Ave., Miami Beach, FL 33141, and the name of its initial registered agent at such address is Arthur Rubin. The principal office and mailing address of the corporation is 7441 Collins Ave., Miami Beach, FL 33141.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are to serve as the members of the initial Board of Director are as follows:

Arthur Rubin
7845 Abbott Ave., #10
Miami Beach, FL 33141

Charles Feldman
82 Boland Dr.
West Orange, NJ 07052

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Arthur Rubin
7845 Abbott Ave., #10
Miami Beach, FL 33141

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 2nd day of December, 2002.


ARTHUR RUBIN

STATE OF FLORIDA:

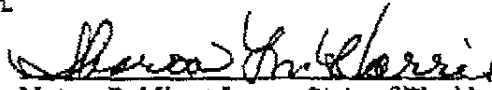
SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 2nd day of December, 2002, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Arthur Rubin, and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same after he did take an oath.



Sharon M. Harris
Commission # CG #11206
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public at Large, State of Florida
My commission expires:

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW ARTHUR RUBIN, and hereby acknowledges his appointment as the registered agent of The Marion Group of North Beach, Inc., a Florida Corporation, and he is familiar with, and accepts, the obligations of that position.


ARTHUR RUBIN

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