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TALLAHASSEE, FLORIDA

LAW OFFICES OF

## BERNSTEIN & BERNSTEIN, P.A.

4869-4 OKEECHOBEE BLVD.  
(N.E. CORNER OKEE. & HAVERHILL)  
WEST PALM BEACH, FLORIDA 33417  
(561) 689-5100  
TELECOPIER (561) 689-4221

BOCA HAMPTONS PLAZA  
9070 KIMBERLY BLVD., SUITE 25  
BOCA RATON, FLORIDA 33434-2861  
(561) 483-5100  
TELECOPIER (561) 451-4221

ALAN BERNSTEIN\*  
GENNY BERNSTEIN  
\*Also Member NY Bar

\*\*\*\*\*

Please Reply To:  
POST OFFICE BOX 220745  
WEST PALM BEACH, FL 33422

February 10, 2003

Division of Corporations  
P.O. Box 632  
Tallahassee, Florida 32314  
Attn: Donna

Re: All Solutions, Inc.

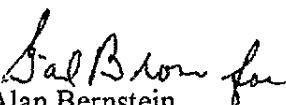
Dear Donna:

Pursuant to our telephone conversation of last week, enclosed please find the Articles of Incorporation for All Solutions, Inc., as well as a copy, and an Affidavit. Also, enclosed please find our check payable to the Secretary of State in the amount of \$87.50 for the filing fee.

I would appreciate it if these Articles could be filed and the stamped copy returned to our office in the self-addressed, stamped envelope which is enclosed.

Thank you for your assistance in this matter.

Very truly yours,

  
Alan Bernstein  
AB/gb  
Enclosures

**SIGNED IN ATTORNEY'S ABSENCE  
TO EXPEDITE DELIVERY**

Prepared by and return to:  
GENNY BERNSTEIN, ESQUIRE  
BERNSTEIN & BERNSTEIN, P.A.  
Post Office Box 220745  
West Palm Beach, Florida 33422  
WILL CALL DRAWER #63

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TALLAHASSEE, FLORIDA

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Personally appeared before me, the undersigned authority, MATT BERNSTEIN, who being first duly sworn, deposes and states as follows:

1. My name is MATT BERNSTEIN. I was the incorporator and a shareholder in ALL SOLUTIONS, INC., a Florida corporation, which was filed on January 26, 2001, under Document Number P01000010057. Said corporation was involuntarily dissolved on October 4, 2002.

2. I have no intention of using ALL SOLUTIONS, INC. under Corporate Document Number P01000010057.


FURTHER AFFIANT SAYETH NAUGHT.



MATT BERNSTEIN

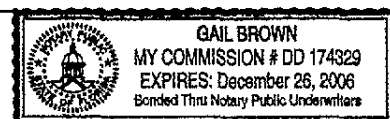
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared MATT BERNSTEIN to me personally known or who has produced Driver License as identification and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of February, 2003.

  
Notary Public

GAIL BROWN  
Printed Name of Notary

Notary Commission No.:  
My Commission Expires:



ARTICLES OF INCORPORATION

OF

ALL SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of filing of these Articles with the Secretary of State and shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida General Corporations Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be 458 Capistrano Drive, Palm Beach Gardens, Florida 33410, with the privilege of having branch offices at any other place.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4869-4 Okeechobee Boulevard, West Palm Beach, Florida 33417 and the name of the initial registered agent is GENNY BERNSTEIN, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MATT BERNSTEIN  
458 Capistrano Drive  
Palm Beach Gardens, Florida 33410

JOSHUA MARK FINKELSTEIN  
4913 Longcourt Trace  
Smyrna, Georgia 30080

ARTICLE VIII - INCORPORATOR

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

MATT BERNSTEIN  
458 Capistrano Drive  
Palm Beach Gardens, Florida 33410

ARTICLE IX - BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation, this 7<sup>th</sup> day of  
February, 2003.

  
MATT BERNSTEIN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally  
appeared, MATT BERNSTEIN, who is personally known by me or  
who have produced Diana Lerner  
as identification, and who acknowledged that he executed the  
foregoing Articles of Incorporation for the purposes  
expressed in such Articles, this 7<sup>th</sup> day of February,  
2003.

  
NOTARY PUBLIC  
GAIL BROWN  
My commission expires:



03 FEB 12 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

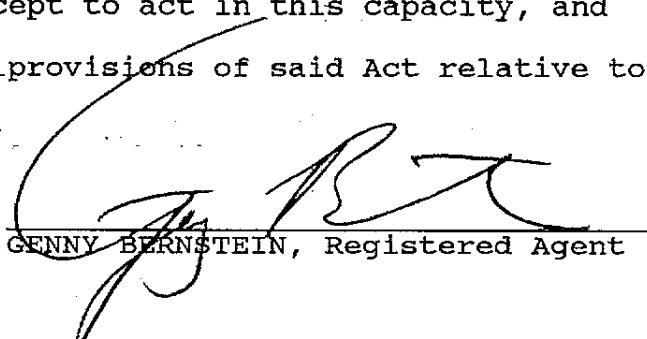
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

FIRST: That ALL SOLUTIONS, INC. desiring to organize  
under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at  
West Palm Beach, County of Palm Beach, State of Florida, has  
named GENNY BERNSTEIN, ESQUIRE, located at 4869-4 Okeechobee  
Boulevard, West Palm Beach, Florida 33417, as its agent to  
accept service of process within this State.

**ACKNOWLEDGMENT**

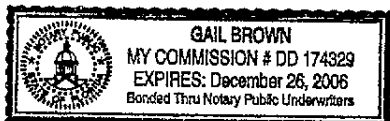
HAVING BEEN NAMED to accept service of process for the  
above-stated corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to  
keeping open said office.


  
GENNY BERNSTEIN, Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer  
qualified to take acknowledgments, appeared GENNY BERNSTEIN,  
who is personally known to me or who has produced a Driver's  
License, and who executed the foregoing instrument and  
acknowledged before me that he executed the same freely.

WITNESS my hand and official seal in the County and  
State last aforesaid this 7<sup>th</sup> day of February, 2003.



  
NOTARY PUBLIC  
GAIL BROWN