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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**EB OF SOUTH BEACH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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3-25-03  
EB

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ARTICLES OF INCORPORATION

OF

EB OF SOUTH BEACH, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be EB OF SOUTH BEACH, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial principal office of the corporation shall be 1319 Washington Avenue, Miami Beach, FL 33139 and the name of the initial Registered Agent for the corporation at that address is Eli Borton.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

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## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of two(2) directors. The initial Board of Directors shall consist of:

Eli Botton - 1319 Washington Avenue, Miami Beach, FL 33139

## ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Eli Botton  
1319 Washington Avenue  
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20<sup>th</sup> day of March, 2003.

  
Eli Botton

Prepared by:  
Michael H. Lubin, Esq.  
1090 Kane Concourse, Suite 202  
Bay Harbor Islands, Florida 33154  
305-865-6736  
Florida Bar No. 314293

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA )  
 )ss.  
COUNTY OF MIAMI DADE )

The foregoing instrument was executed and acknowledged before me this 20 day of March 2003, by Eli Botton who produced Florida Drivers License and who did not take an oath.

OFFICIAL NOTARY SEAL  
HARRIET F HORWEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC94373  
MY COMMISSION EXPIRES JULY 11, 2004  
Notary Public  
State of Florida

My Commission Expires:

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida., EB of South Beach, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 1319 Washington Avenue, Miami Beach, FL 33139, has named Eli Botton, whose address is 1319 Washington Avenue, Miami Beach, FL 33139, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Eli Botton  
Eli Botton

STATE OF FLORIDA )  
 )ss.  
COUNTY OF MIAMI DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 20 day of March 2003 by Eli Botton who produced Florida Drivers License and who did not take an oath.

WITNESS my hand and official seal this 20 day of March, 2003.

Harriet F Horwen  
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
HARRIET F HORWEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC94373  
MY COMMISSION EXPIRES JULY 11, 2004

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