

Division of Corporations

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From:

Account Name : CORPORATION SERVICE COMPANY

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FLORIDA PROFIT CORPORATION OR P.A.**ZOREF KEY SOLUTIONS, INC.**

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**CERTIFICATE
OF
INCORPORATION
OF
ZOREF KEY SOLUTIONS, INC.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the Corporation is Zoref Key Solutions, Inc.

SECOND: The street address of the principal office of the Corporation is c/o Lawrence Lerner, 9241 Sunrise Lakes Blvd., Unit 206, Sunrise, Florida 33322.

THIRD: The total number of shares of stock which the Corporation shall have the authority to issue is one hundred (100) shares of Common Stock and the par value of each such share is \$.01.

FOURTH: The registered office of the Corporation in the State of Florida is to be located at 9241 Sunrise Lakes Blvd., Unit 206, Sunrise, Florida 33322. The name of its registered agent at that address is Lawrence Lerner. The written acceptance of said registered agent, as required

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by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the mailing address of the sole incorporator are:

Name

Mailing Address

Michael D. Gershon

Zukerman Gore & Brandeis, LLP
900 Third Avenue, 8th Floor
New York, New York 10022

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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SEVENTH: The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

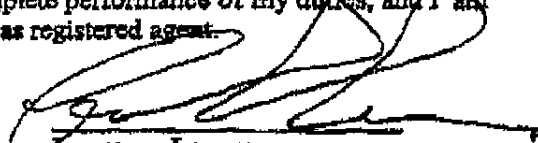
TENTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.

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IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of January, 2003.


Michael D. Gershon, Esq.
Sole Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Lawrence Lerner

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