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TALLAHASSEE FLORIDA

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May 22, 2003

VIA UPS OVERNIGHT

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

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2003 MAY 23 PM 3:18  
CLERK OF STATE  
TALLAHASSEE FLORIDA

Re: Tanglewood Trust, Inc.

Ladies/Gentlemen:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Tanglewood Trust, Inc. Also enclosed is a check for \$78.75 in payment of the filing fee, registered agent designation and certified copy.

If you have any questions, please contact me.

Sincerely,



Keith J. Kanouse  
For the Firm

Enclosures  
cc enc: Mitchell Gurspan

**ARTICLES OF INCORPORATION  
OF  
TANGLEWOOD TRUST, INC.**

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TALLAHASSEE FLORIDA

**Article I - Name**

The name of the Corporation is Tanglewood Trust, Inc.

**Article II - Duration**

The Corporation has perpetual existence.

**Article III - Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Address**

The principal place of business or mailing address of the Corporation is:

C/o Keith J. Kanouse  
Kanouse & Walker, P.A.  
One Boca Place, Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

**Article V - Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**Article VI - Preemptive Rights**

Each shareholder of the Corporation has the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, each shareholder's *pro rata* portion any newly-issued shares of the same class owned by each shareholder. This right is deemed waived by a shareholder who does not exercise it and pay for the shares preempted for 30 days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

**Articles VII - Initial Registered Office and Agent**

The street address of the initial registered office and name of the initial registered agent of this Corporation are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place  
Suite 324 Atrium, PMB #1070  
2255 Glades Road  
Boca Raton, FL 33431

**Article VIII - Initial Board of Directors**

The Corporation shall have 1 director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of the Corporation are:

Mitchell Gurspan  
68 Maple Court  
Highland Park, NJ 08904

**Article XI - Incorporator**

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place  
Suite 324 Atrium, PMB #1070  
2255 Glades Road  
Boca Raton, FL 33431

**Article X - Powers**

The Corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article XI - Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, the Corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters

referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein 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, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

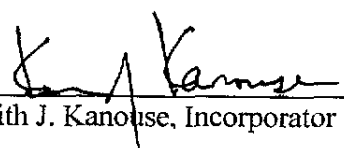
#### **Article XII - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

#### **Article XIII - Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation on May 22, 2003.

  
Keith J. Kanouse, Incorporator

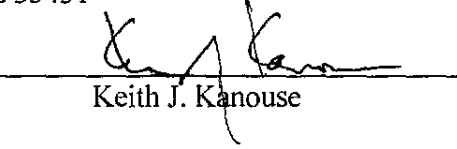
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Corporation is Tanglewood Trust, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place  
Suite 324 Atrium, PMB #1070  
2255 Glades Road  
Boca Raton, FL 33431

SIGNATURE \_\_\_\_\_

  
Keith J. Kanouse

TITLE: Incorporator

DATE: May 22, 2003

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 \_\_\_\_\_

  
Keith J. Kanouse

DATE May 22, 2003

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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