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TALLAHASSEE, FLORIDA  
03 JUN 19 AM 9:36

6/23/03

**BRADLEY T. RAY**  
7105 CATALINA ISLE DR.  
LAKE WORTH, FLORIDA 33467  
561-436-5600

6/12/03

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Re: Articles of Incorporation  
ER Corporate Advisors, Inc.

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,



Bradley T. Ray

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**  
**OF**  
**ER CORPORATE ADVISORS, INC.**

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation is:

ER Corporate Advisors, Inc.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence, commencing upon filing.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue One Million (1,000,000) shares of common stock with zero par value.

## **ARTICLE V**

### **Preferences, Privileges, Restrictions and Rights**

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock.

## **ARTICLE VI**

### **Preemptive Rights**

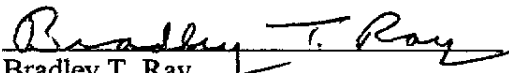
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 7105 Catalina Isle Dr., West Palm Beach, Florida 33467, and the name of the initial registered agent of this corporation at that address is: Bradley T. Ray.

I hereby am familiar with and accept the duties and responsibilities as registered agent for ER Corporate Advisors, Inc.

  
Bradley T. Ray

## **ARTICLE VIII**

### **Principal Office and Mailing Address**

The street address of the principal office and mailing address of the corporation is:

ER Corporate Advisors, Inc.  
7105 Catalina Isle Dr.  
West Palm Beach, Florida 33467

## ARTICLE IX

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bradley T. Ray	7105 Catalina Isle Dr. West Palm Beach, FL 33467
Elizabeth Ezrine	5423 N. Bay Rd. Miami Beach, FL 33140

## ARTICLE X

### Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### Amendment

This 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 shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 15 day JUNE, 2003.

Bradley T. Ray  
Bradley T. Ray, Incorporator

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