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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : SCHNEIDER WEINBERGER LLP  
Account Number : I20030000066  
Phone : (561) 362-9595  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**AmeriBrace, Inc.**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERIBRACE, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: AmeriBrace, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 123 N.W. 13<sup>th</sup> Street, Suite 313, Boca Raton, Florida 33432.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Twenty Thousand (120,000) shares of which 100,000 shares have been designated as Common Stock, par value \$.001 per share, and 20,000 shares of Preferred Stock, par value of \$.001 per share. Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jesse Berger  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, Florida 33432

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have three (3) Director initially.

Jesse Berger  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, Florida 33432

Neil Sperber  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, Florida 33432

Jared Robinson  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, Florida 33432

ARTICLE VIII  
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Jesse Berger, 123 N.W. 13<sup>th</sup> Street, Suite 313, Boca Raton, Florida 33432.

ARTICLE IX  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 13<sup>th</sup> day of August 2003.

  
JESSE BERGER, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

AMERIBRACE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 123 N.W. 13<sup>th</sup> Street, Suite 313, Boca Raton, Florida 33432 has named Jesse Berger whose address is 123 N.W. 13<sup>th</sup> Street, Suite 313, Boca Raton, Florida 33432 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
JESSE BERGER

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