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Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**FIRST GAIN, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
FIRST GAIN, INC.

I, RUSSELL FINKELSTEIN, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 26 day of NOVEMBER 2003. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

FIRST GAIN, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things mentioned, as fully and to the same extent as natural persons might or could do, viz:

PRODUCT SALES

And do any all things matters necessary and appertaining thereto and further enabling this

Prepared by Carol Serchay, Accountant  
5300 NW 33 Avenue  
Suite 117  
Fort Lauderdale, Florida 33309  
954-484-3900

Corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law, capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated of incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

#### COMMON STOCK

#### ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

5300 N W 33 AVENUE  
FT LAUDERDALE, FL 33309

With the privilege of having its office and branch offices at other places within or without  
the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor  
more than three (3), and the initial Board Of Directors of this Corporation shall be  
comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as  
directors until the first annual meeting of the Stockholders or until their successors are  
elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
RUSSELL FINKELSTEIN	12130 NW 56 COURT CORAL SPRINGS, FL 33076

ARTICLE VIII

The name and address of the persons signing these Articles of Incorporation as a  
Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
RUSSELL FINKELSTEIN	12130 N W 56 COURT CORAL SPRINGS, FL 33076	500

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

The address of the registered office of this Corporation shall be

3300 NW 33<sup>RD</sup> AVE SUITE 117

FORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN BERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF WE, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth our hand and seal at Fort Lauderdale, Broward County, Florida, this 26 day of NOVEMBER, 2001.

  
(SEAL)  
RUSSELL FINKELSTEIN

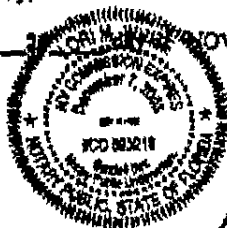
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STATE OF FLORIDA )  
COUNTY OF ) ss

BEFORE ME, the undersigned authority, personally appeared, RUSSELL FINKELSTEIN, known to be the individuals described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward County,

Florida, this 3<sup>rd</sup> day of NOVEMBER, 2003.NOTARY PUBLIC - STATE OF  
FLORIDA

My commission Expires: 12/07/03

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the above stated Corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open such offices.

REGISTERED AGENT  
ALLAN SERCHAY