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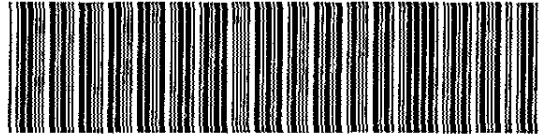
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EFFECTIVE DATE
102-10-04

02/10/04--01007--011 **78.75

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04 FEB -9 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02-16-04
T.B.

Professional Service with a "Personal Touch"

Larry C. Rosenman. C.P.A.. P.A.

12340 St. Simon Drive □ Boca Raton Florida 33428 □ Telephone (561)482-1040 Fax (561)451-2304

E-mail Address: Rosenman@Bellsouth.net

Member in good standing of the Florida Institute of Certified Public Accountants

Tuesday, February 03, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation – Santoro & Shienbaum Holdings, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

If you have any questions at all, please feel free to contact me at the above location.

I am

Sincerely yours,

Larry Rosenman C.P.A.

Larry C. Rosenman C.P.A., P.A.

Larry C. Rosenman C.P.A., P.A. □ 12340 St. Simon Drive □ Boca Raton Florida 33428 □ Tel (561) 482-1040

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Santoro & Shienbaum Holdings, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE
02-10-04

The name of the corporation shall be:

Santoro & Shienbaum Holdings, Inc. The principal place of business of this corporation shall 11051 Bay Breeze Drive Boca Raton, Florida 33428.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the principal office if known is 11051 Bay Breeze Drive Boca Raton, Florida 33428

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Gary Santoro residing at 11051 Bay Breeze Drive Boca Raton, Florida 33428.

Gregg Shienbaum residing at 3300 N.E. 192nd Street # 1513 Aventura, Florida 33180

ARTICLE IX. DIRECTORS

This corporation shall have 2 Director and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until a successor a is elected and shall qualify are:

Gary Santoro residing at 11051 Bay Breeze Drive Boca Raton, Florida 33428

Gregg Sheinbaum 3300 N.E. 192 st #1513 Aventura Fl 33180

ARTICLE X. EFFECTIVE DATE

This corporation shall have an effective date commencing on 02/10/2004

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Larry C. Rosenman C.P.A., P.A

12340 St. Simon Drive

Boca Raton, Florida 33428

The undersigned authorized agent of Larry C. Rosenman, C.P.A., P.A. has executed these Articles of Incorporation his hand and seal of Larry Rosenman C.P.A., P.A. on this day

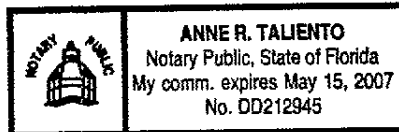
Larry C. Rosenman, C.P.A., P.A.

By: _____

Larry Rosenman C.P.A.,

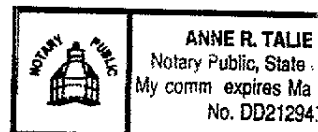
STATE OF FLORIDA

COUNTY OF PALM BEACH



The foregoing instrument was acknowledged before me this 5th day of Feb, 2004, by Larry Rosenman C.P.A. FLDL# R25552353 2810

Notary Public, State of Florida



Certificate of Designation

Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Santoro & Shienbaum Holdings, Inc..
2. The name and address of the registered agent and office is Larry C. Rosenman, C.P.A. residing at 12340 St. Simon Drive Boca Raton, Florida 33428

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 obligation of my position as registered agent.

Signature _____

Date 2/5/04