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

**CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, INC.**

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ARTICLES OF INCORPORATION

OF

CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be:

CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, INC.

ARTICLE II  
DURATION

This corporation is to have perpetual existence.

ARTICLE III  
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V  
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

1357 Collins Avenue, No. B-2  
Miami Beach, Florida 33139

Prepared By:

BARBARA B. GIMENEZ, P.A.  
7001 Biscayne Boulevard, 2<sup>nd</sup> Floor  
Miami, FL 33138  
Telephone: (305) 759-9997

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ARTICLE VI  
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

NORMAN J. SOKOLOW

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)	ADDRESS(ES)
NORMAN J. SOKOLOW	1357 Collins Avenue, No. B-2 Miami Beach, Florida 33139

ARTICLE VIII  
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)	ADDRESS(ES)
NORMAN J. SOKOLOW	1357 Collins Avenue, No. B-2 Miami Beach, Florida 33139

ARTICLE IX  
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

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  
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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LAZARUS CORPORATION

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ARTICLE XII  
AMENDMENT OF ARTICLES

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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
NORMAN J. SOKOLOW

(In accordance with the appropriate section of the Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true).

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## REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Miami-Dade, State of Florida, has named NORMAN J. SOKOLOW, located at 1357 Collins Avenue, No. B-2, Miami Beach, Florida 33139, as its registered agent to accept service of process.

## ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
NORMAN J. SOKOLOW

(In accordance with the appropriate section of the Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true).

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