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FLORIDA PROFIT CORPORATION OR P.A.

syndicate holdings, inc.

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ARTICLES OF INCORPORATION

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OF

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

SYNDICATE HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: SYNDICATE HOLDINGS, INC.

ARTICLE II: COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the corporation's principal office and mailing address shall be:

3901 NE 26th Avenue, Lighthouse Point, FL 33064

ARTICLE IV: PURPOSE

The corporation is being organized for the purpose of conducting any business authorized under the State of Florida.

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ARTICLE V: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Hundred (100) Shares, all of which shall be Common Shares, no par value.

ARTICLE VI: DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The names and addresses of the individuals who shall serve on the Initial Board of Directors are:

Adam Forman, 3901 NE 26th Avenue, Lighthouse Point, FL 33064; and
Sean Patrick Sheehan, 3901 NE 26th Avenue, Lighthouse Point, FL 33064

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INITIAL REGISTERED OFFICE & AGENT

The name and mailing address of the individual who shall serve as this corporation's Initial registered agent is:

Stephen J. Padula, Esq.
Gelch Taylor Hodkin Kopelowitz & Ostrow, P.A.
350 E. Las Olas Boulevard, Suite 1440
Fort Lauderdale, FL 33301

ARTICLE IX: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these Articles of incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


ARTICLE X: INCORPORATOR

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

Stephen J. Padula, Esq.
Gelch Taylor Hodkin Kopelowitz & Ostrow, P.A.
350 E. Las Olas Boulevard, Suite 1440
Fort Lauderdale, FL 33301


The undersigned incorporator has executed these Articles of Incorporation this 23rd day of February 2004.

Signature of Incorporator:



Stephen J. Padula

Stephen J. Padula is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.



Stephen J. Padula

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 SYNDICATE HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Stephen J. Padula, Esq.
Gelch Taylor Hodkin Kopelowitz & Ostrow, P.A.
350 E. Las Olas Boulevard, Suite 1440
Fort Lauderdale, FL 33301

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 further familiar with and accept the obligations of my position as Registered Agent.


STEPHEN J. PADULA

2-23-04
(Date)

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