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To:

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

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

JERRY BYCHER ASSOCIATES INC.

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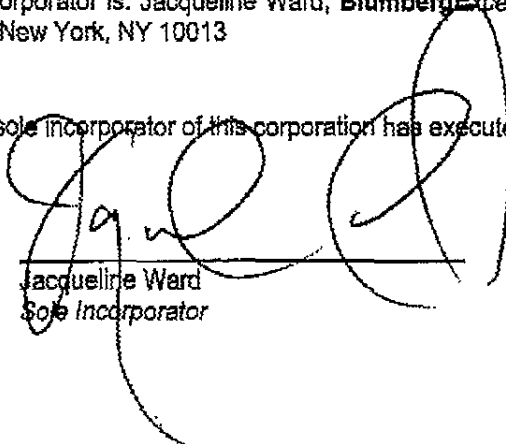
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****JERRY BYCHER ASSOCIATES INC.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **JERRY BYCHER ASSOCIATES INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **1,000 shares without par value.**
5. The name and address of the director is: **Jerry Bycher, 7414 Granville Drive H, Tamarac, FL 33321**
6. The principal address of the corporation will be: **7414 Granville Drive H, Tamarac, FL 33321 and Gloria Bycher, 7414 Granville Drive H, Tamarac, FL 33321**
7. The name and address of the initial registered agent is: **Jerry Bycher, 7414 Granville Drive H, Tamarac, FL 33321**
8. The name and address of the sole incorporator is: **Jacqueline Ward, BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: March 16, 2004



Jacqueline Ward
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, NY 10013

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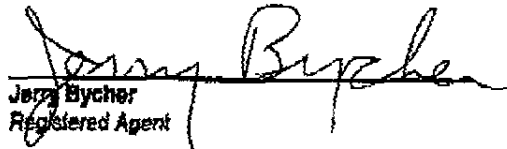
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **JERRY BYCHER ASSOCIATES INC.**

Date: March 16, 2004


Jerry Bycher
Registered Agent

BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, NY 10013

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