

WEINSTOCK & SCAVO

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Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Paramount Holdings Group, Inc.

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P.02



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 4, 2004

WEINSTOCK & SCAVO, P.A.

SUBJECT: PARAMOUNT HOLDINGS GROUP, INC.
REF: W04000021553

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please see Article Four with the name of the registered agent as Jennifer Sheehan, then look at the signature. It is not her signature but Pamela Gelats.

If Pamela is to be the registered agent, please replace Jennifer's name in Article Four.

If Jennifer is to be the registered agent, then she needs to sign.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

FAX Aud. #: H04000114748
Letter Number: 404A00038295

2 Please see attached.
Thank

WEINSTOCK & SCARD

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P.03

**ARTICLES OF INCORPORATION
OF
PARAMOUNT HOLDINGS GROUP, INC.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE

The name of the corporation shall be **PARAMOUNT HOLDINGS GROUP, INC.**

ARTICLE TWO

The principal place of business and mailing address of the corporation is 6400 N. Andrews Ave., Suite 280, Fort Lauderdale, Florida 33309.

ARTICLE THREE

The number of shares that the corporation is authorized to issue is Ten Thousand (10,000) shares, all of which shall have a par value of Ten Cents (\$.10) per share. All shares of the corporation shall be of the same class and shall be common shares.

ARTICLE FOUR

The name of the initial registered agent of the corporation shall be Pamela Gelet. The street address of the initial registered office of the corporation in the State of Florida is 6400 N. Andrews Ave., Suite 280, Fort Lauderdale, Florida 33309.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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ARTICLE FIVE

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

Jennifer Sheehan

6400 N. Andrews Ave, Suite 280

Fort Lauderdale, Florida 33309

ARTICLE SIX

The corporation shall have one (1) initial director. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Jennifer Sheehan

6400 N. Andrews Ave, Suite 280

Fort Lauderdale, Florida 33309

ARTICLE SEVEN

The corporation shall have all of the corporate powers granted to corporations organized under the Florida Business Corporation Act, as amended from time to time, whether granted by specific statutory authority or by construction of law.

ARTICLE EIGHT

The duration of the corporation shall be perpetual.

ARTICLE NINE

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other

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rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE TEN

These Articles of Incorporation shall be effective as of the date of filing with the Florida Division of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as the incorporator of the corporation on this 27th day of May, 2004.

By: Jennifer Sheehan
Jennifer Sheehan, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

This 27th day of May, 2004.

By: Pamela Gelet
Pamela Gelet, Registered Agent

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