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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Rubell & Rubell, Inc.

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12/30/2004

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ARTICLES OF INCORPORATION OF RUBELL & RUBELL, INC.

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

FIRST: The name of the Corporation is RUBELL & RUBELL, INC. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is 311 Lincoln

Road, Suite 200, Miaroi Beach, Florida 33139.

THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value

\$1.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is 100 S.E.

2nd Street, Suite 3950, Miami, Florida 33131 and the registered agent at that

address is Norman S. Weider, Esq.

FIFTH: The name and address of the incorporator of the Corporation is: Norman S.

Weider, Esq., 100 S.E. 2nd Street, Suite 3950, Miami, Florida 33131.

SIXTH: The Corporation expressly elects not to be governed by Section 607.0901 of the

Florida Business Corporation Act, as amended from time to time, relating to

affiliated transactions.

SEVENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the

Plorida Business Corporation Act, as amended from time to time, relating to

control share acquisitions.

EIGHTH: The corporate existence of the Corporation shall commence on December 30,

2004.

Name of Preparer: Norman S. Weider, Esq. 100 S.E. 2nd Street Suite 3950 Miami, Florida 33131 Florida Bar #150388 IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of December, 2004.

Norman S. Weider, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the following ATICLS of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Norman S. Weider, Registered Agent