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FLORIDA PROFIT CORPORATION OR P.A.

Rubell & Rubell, Inc.

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MIAMI, FLORIDA

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, Miami 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 Florida 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

12/30/2004 15:40 305-3717888

NORMAN WEIDER

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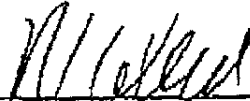
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of December, 2004.



Norman S. Weider, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles 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

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