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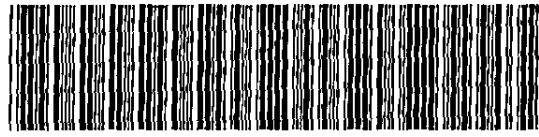
(Business Entity Name)

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STATE
TALLAHASSEE, FLORIDA

4/28/05
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AMY H. GOLDIN, P.A.

965 North Nob Hill Road, PMB #208, Plantation, FL 33324

954-915-6949

April 21, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

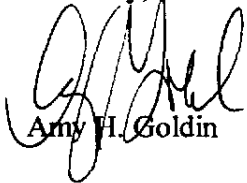
Re: Elliot Mark Shainberg, Inc.

To Whom it May Concern:

Please file the attached original and copy of the Articles of Incorporation for the referenced corporation. In connection with this filing, I enclose a check payable to the Department of State in the amount of \$78.75, which represents \$70.00 for the filing fee and \$8.75 for a certified copy of the Articles.

Please call me if you have any questions.

Sincerely,



Amy H. Goldin

**ARTICLES OF INCORPORATION
OF
ELLIOT MARK SHAINBERG, INC.**

FILED
05 APR 25 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation (the "Corporation") shall be:

Elliot Mark Shainberg, Inc.

**ARTICLE II
CORPORATE AUTHORITY**

The Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE III
CAPITALIZATION**

The Corporation is authorized to issue Fifty Thousand (50,000) shares of voting common stock with a par value of \$.01 per share.

Each share of Common Stock of this Corporation shall entitle the holder thereof to one vote upon each proposal presented at the lawful meetings of the Shareholders. No holder of Common Stock of this Corporation shall be entitled to any right of cumulative voting.

**ARTICLE IV
CORPORATE EXISTENCE**

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V
INITIAL ADDRESS

The initial principal office of the Corporation in the State of Florida shall be:

9341 Collins Avenue
#1004
Surfside, FL 33154

The registered agent shall be:

Elliot Mark Shainberg
9341 Collins Avenue
#1004
Surfside, FL 33154

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the Corporation, either within or without the State of Florida.

ARTICLE VI
INCORPORATOR

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

Elliot Mark Shainberg
9341 Collins Avenue
#1004
Surfside, FL 33154

ARTICLE VII
BYLAWS

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors.

ARTICLE VIII
DIRECTOR AND OFFICER INDEMNIFICATION

- (a) Each person who was or is made a party or is threatened to be made a party

to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, (hereinafter a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (hereinafter an "Investigation"), by reason of the fact that such person is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "Indemnitee"), whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) or the costs of reasonable settlement made with a view to curtailment of the cost of litigation reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, personal representatives, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "Advancement of Expenses"); provided, however, that the Advancement of Expenses shall be made only upon delivery to the Corporation of a personal guarantee by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is or was not entitled to be indemnified for such expenses under this Article or otherwise (hereinafter a "Guarantee").

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (1) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that the Indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act; and (2) in any suit by the Corporation to recover an Advancement of Expenses, pursuant to the terms of a Guarantee, the Corporation shall be entitled to recover such

expenses upon a final adjudication that the Indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act, neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct (or in the case of such a suit brought by the Indemnitee) shall be a defense to such suit. In any suit brought by the Indemnitee to enforce a right hereunder, or by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the burden of proving that the Indemnitee is not entitled to be indemnified or to such Advancement of Expenses under this Section or otherwise shall be on the Corporation.

(c) The right to indemnification and to the Advancement of Expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

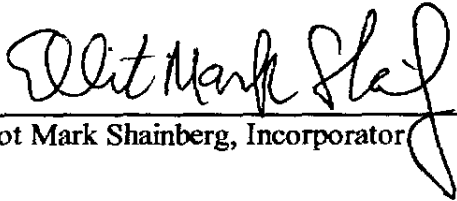
(e) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and Advancement of Expenses of directors, and executive officers of the Corporation.

ARTICLE IX AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by the provisions of Florida Statutes §607.0901. A director or officer of the Corporation shall not be disqualified by virtue of their office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director is in any way interested in such transaction or contract, no director or officer shall be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm or entity of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director or in any interested in such transaction or contract, nor shall any director or officer

be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm of which they are a member, or any corporation of which they are a shareholder, officer or director interested in such transaction or contract. Said interested officer or director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if they were not so interested. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

I, THE UNDERSIGNED, being the Incorporator, for the purpose of forming a corporation, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 15 day of ^{April} ~~January~~, 2005.

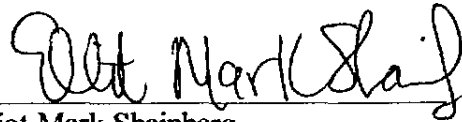


Elliot Mark Shainberg, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, Elliot Mark Shainberg, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami-Dade County, State of Florida, has named Elliot Mark Shainberg, 9341 Collins Avenue, #1004, Surfside, FL 33154, as its agent to accept service of process within Florida.

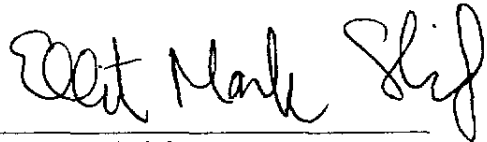


Elliot Mark Shainberg

Title: Incorporator

Date: ^{April} ~~January~~ 15, 2005

I, having been named to accept service of process for the Corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Elliot Mark Shainberg