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FLORIDA PROFIT/NON PROFIT CORPORATION  
STEALTH HOLDINGS INC.

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J. Shivers DEC 28 2006

**ARTICLES OF INCORPORATION  
OF  
STEALTH HOLDINGS INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Stealth Holdings, Inc. Its principal office address and business mailing address is c/o 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attention: Dennis J. Olle, Esq.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this corporation at such office shall be Carlos A. Mas, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Charles Zwebner	121 Westgate Boulevard Toronto, Ontario M3H 1P5 Canada
Leora Zwebner	121 Westgate Boulevard Toronto, Ontario M3H 1P5 Canada

**ARTICLE VII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Carlos A. Mas, Esq.	2525 Ponce De Leon Boulevard Suite 400 Coral Gables, Florida 33134

Dated: December 27, 2006

  
\_\_\_\_\_  
Carlos A. Mas, Esq., Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Stealth Holdings Inc., at the place designated in the Articles of Incorporation, Carlos A. Mas, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 27, 2006

  
\_\_\_\_\_  
Carlos A. Mas, Esq.

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