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To:

Division of Corporations

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: (850)205-0381

From:

Account Name : GERALD WEINBERG,

Account Number : I20030000043

Phone

: (800)342-9856

Fax Number

: (800)354-3381

FLORIDA PROFIT/NON PROFIT CORPORATION

A. USHEROFF HOLDING CORP.

| Certificate of Status | 0 |
|-----------------------|---------|
| Certified Copy | 0 |
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| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

1/3/2007

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ARTICLES OF INCORPORATION

A. USHEROFF HOLDING CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is A. USHEROFF HOLDING CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Al Usheroff 6733 Montego Bay Boulevard Boca Raton, Florida 33433

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

6733 Montego Bay Boulevard Boca Raton, Florida 33433

(H0700000 13863)

No. 9822 P. 3

ARTICLE VII INCORPORATOR

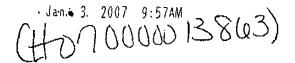
The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch 90 State Street Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 2007.

LAWRENCE A. KIRSCH

(Ho70000 13863)



1. The name of the Corporation is:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

| A. USHEROFF HOLDING CORP. | |
|--|--------|
| 2. The name and address of the registered agent and office is: | |
| INCORPORATING SERVICES, LTD. | |
| (Name) | |
| 1540 GLENWAY DRIVE | 製造し |
| (P.O. Box NOT acceptable) | 19 0 T |
| TALLAHASSEE, FL 32301 | |
| (City/State/Zip) | 5.7 2 |

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Signature Assistant Secretary Date

CR2E064(2/00)

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