

To: FI Dept Dept Of State
Subject: 000699 38

From: Tracy Spear

Friday, February 23, 2007 8:10 AM Page 1 of 5

P07000025098

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

COHENHEADS INVESTMENTS, INC.

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To: FI Dept Dept Of State
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From: Tracy Spear

Friday, February 23, 2007 3:19 PM Page: 2 of 5



February 23, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

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**ARTICLES OF INCORPORATION
OF
D. & P. COHEN INVESTMENTS, INC.**

The undersigned incorporator, desiring to form a corporation under and pursuant to the Florida Business Corporation Act, Chapter 607.0203, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is D. & P. COHEN INVESTMENTS, INC. (the "Company").

ARTICLE II. PERIOD OF DURATION

The duration of the Company shall be perpetual.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Company shall be authorized to issue shall be 20,000 shares of Common Stock, par value \$.001 per share.

ARTICLE IV. ADDRESS

The mailing address and street address of the principal office of the Company is 2480 N.W. 41st Street, Boca Raton, Florida 33431.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is Rebecca G. DiStefano, c/o Blank Rome LLP, 1200 North Federal Highway, Suite 417, Boca Raton, Florida 33432.

ARTICLE VI. BOARD OF DIRECTORS


The business of the Company shall be conducted by a Board of Directors consisting of not less than one (1) nor more than three (3) members, the exact number to be determined from time to time in accordance with the By-laws of the Company.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Rebecca G. DiStefano, c/o Blank Rome LLP, 1200 North Federal Highway, Suite 417, Boca Raton, Florida 33432.

H07000048258 3

IN WITNESS WHEREOF, the undersigned authorized incorporator has executed these Articles of Incorporation this 23rd day of February, 2007.


Rebecca G. DiStefano, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF D. & P. COHEN INVESTMENTS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, D. & P. COHEN INVESTMENTS, INC., a Florida corporation (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is D. & P. COHEN INVESTMENTS, INC.
2. The name of the registered agent and the address of the registered office are:

Rebecca G. DiStefano, Esq.
c/o Blank Rome LLP
1200 North Federal Highway, Suite 417
Boca Raton, Florida 33432

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 as provided in Chapter 607.0505, Florida Statutes.


Rebecca G. DiStefano

Dated: 2 - 23 - 07

H07000048258 3