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TALLAHASSEE, FLORIDA

LAW OFFICES  
**BRIAN C. DEUSCHLE, CHARTERED**

BRIAN C. DEUSCHLE  
SUSAN SNITCOVSKY

SUITE 201  
2455 EAST SUNRISE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33304  
TELEPHONE (954) 563-1072  
TELECOPIER (954) 563-1372  
E-MAIL [b.c.d.chartered@worldnet.att.net](mailto:b.c.d.chartered@worldnet.att.net)

August 28, 2007

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

**RE: Articles of Incorporation of Dania Cut Property Investors, Inc., a  
Florida corporation  
Our File No. 2405-07-2-05**

Dear Sir or Madam:

You will find enclosed the original and one (1) copy of the Articles of Incorporation of Dania Cut Property Investors, Inc., a Florida corporation, together with our Firm's check (#3588) in the amount of Seventy-eight and 75/100 Dollars (\$78.75), which represents the following:

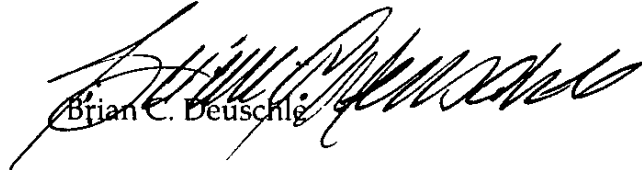
1.	Filing Fee	\$35.00
2.	Registered Agent Fee	\$35.00
3.	Certified Copy Fee	<u>\$ 8.75</u>

**TOTAL:** \$78.75.

Please process the filing of the Articles of Incorporation and return a certified copy of same to our office.

If you have any questions or problems regarding this matter, please contact our office.

Sincerely,

  
Brian C. Deuschle

BCD/st  
Encls.

cc (w/ Articles only): James S. Prentice, via facsimile  
Susan Snitcovsky, Esq., via e-mail

**ARTICLES OF INCORPORATION**  
**OF**  
**DANIA CUT PROPERTY INVESTORS, INC.**

**FILED**  
07 AUG 31 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These original Articles of Incorporation of DANIA CUT PROPERTY INVESTORS, INC., as approved by the sole stockholder, the sole director and its President, James S. Prentice, on this 28th day of August, 2007, to read in its entirety as follows:

**ARTICLE I**

The name of the corporation is DANIA CUT PROPERTY INVESTORS, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

A. **AUTHORIZED CAPITAL STOCK.** The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is thirty million (30,000,000) shares, consisting of:

1. Twenty million (20,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), of which

(a) ten million (10,000,000) shares are designated as Class A Common Stock (the "Class A Common Stock"), of which one million (1,000,000) shares are hereby issued to James S. Prentice in lieu of one thousand (1,000) shares of Common Stock at Ten Dollars (\$10.00) par value, registered in his name, which are hereby retired and of no further force or effect; and

(b) ten million (10,000,000) shares are designated as Class B Common Stock (the "Class B Common Stock"); and

2. Ten million (10,000,000) shares of preferred stock, par value Five Dollars (\$5.00) per share (the "Preferred Stock").

B. **PROVISIONS RELATING TO PREFERRED STOCK.**

1. GENERAL. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. PREFERENCES. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

- (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class

or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative and, if cumulative, the date or dates from which such dividends shall accumulate;

- (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. PROVISIONS RELATING TO THE COMMON STOCK. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof shall, in all respects, be identical, except as otherwise required by law or as expressly provided in this Section C.

1. VOTING RIGHTS. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall

be vested exclusively in the holders of the Class A Common Stock and the Class B Common Stock shall be non-voting.

2. DIVIDENDS. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights with respect to dividends and distributions subject to the following:

- (a) a dividend or distribution in Common Stock on Class B Common Stock may be paid or made in shares of Class A Common Stock or shares of Class B Common Stock or a combination of both;
- (b) a dividend or distribution in Common Stock on Class A Common Stock may be paid only in shares of Class A Common Stock;
- (c) a dividend or distribution with respect to Common Stock payable in shares of the Corporation's capital stock may be paid or made only in shares of Common Stock;
- (d) whenever a dividend or distribution is payable in shares of Class B Common Stock and/or Class A Common Stock, the number of shares of Common Stock payable as a dividend or distribution per each share of Common Stock shall be equal in number; and
- (e) a dividend or distribution on Class B Common Stock which is paid or made in shares of Class B Common Stock shall be considered identical to a dividend or distribution on Class A Common Stock which is paid or made in a proportionate number of shares of Class A Common Stock.

3. SPLITS OR COMBINATIONS. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Class A Common Stock or Class B Common Stock, then the outstanding shares of the other such class of Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

4. **MERGERS AND CONSOLIDATIONS.** In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration in that transaction.

5. **LIQUIDATING DISTRIBUTIONS.** Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient or such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Class A Common Stock and Class B Common Stock treated as a single class.

6. **SALES AND REPURCHASES.** The Board shall have the power to cause the Corporation to issue and sell shares of either class of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of the other class of Common Stock, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of either class of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, whether or not less consideration could be paid upon the purchase of the same number of shares of the other class of Common Stock, and as otherwise permitted by law.

#### **ARTICLE IV**

The Corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE V**

The street address of the initial principal office of the Corporation is 760 NE 7th Avenue, Dania Beach, Florida 33004. The principal office of the Corporation may be changed to any other city of the State of Florida designated by the Board of Directors. The name and address of the initial Registered Agent is James S. Prentice, c/o DANIA CUT PROPERTY INVESTORS, INC., 760 NE 7th Avenue, Dania Beach, Florida 33004. The corporate mailing address is DANIA CUT PROPERTY INVESTORS, INC., 760 NE 7th Avenue, Dania Beach, Florida 33004.

#### **ARTICLE VI**

The number of directors shall not be less than one (1).

**ARTICLE VII**

The name(s) and post office address(es) of the initial Board of Directors of the Corporation is (are):

JAMES S. PRENTICE  
c/o DANIA CUT PROPERTY INVESTORS, INC.  
760 NE 7th Avenue  
Dania Beach, FL 33004.

**ARTICLE VIII**

The name and address of the person signing these Articles is: JAMES S. PRENTICE, c/o DANIA CUT PROPERTY INVESTORS, INC., 760 NE 7th Avenue, Dania Beach, Florida 33004.

**ARTICLE IX**

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Board of Directors or the Shareholders. Any Bylaw adopted by the Shareholders may provide that one or more provisions thereof shall not be amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the Shareholders.

**ARTICLE X**

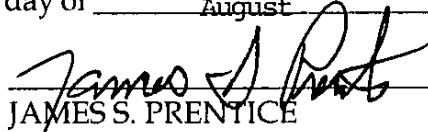
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

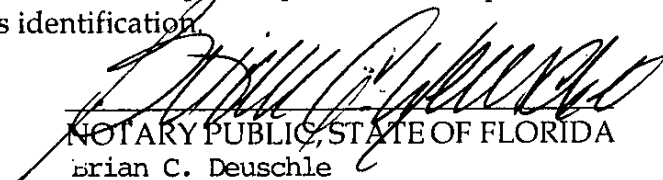


IN WITNESS WHEREOF, the undersigned subscribes that he has executed these Articles of Incorporation on this 28th day of August, 2007.

  
\_\_\_\_\_  
JAMES S. PRENTICE  
President, Sole Shareholder and Sole Director

STATE OF FLORIDA     )  
  ) S.S.  
COUNTY OF BROWARD )

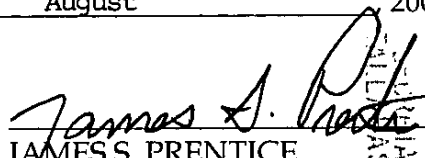
The foregoing instrument was acknowledged before me this 28th day of August, 2007, by JAMES S. PRENTICE, as President, Sole Shareholder and Sole Director of DANIA CUT PROPERTY INVESTORS, INC., a Florida corporation, who is [  ] personally known to me or [     ] who has produced IA as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Brian C. Deuschle  
(Print Name) NOTARY PUBLIC-STATE OF FLORIDA  
Commission # DD471319 Brian C. Deuschle  
My Commission Expires: OCT. 26, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

**ACCEPTANCE BY REGISTERED AGENT**

I, JAMES S. PRENTICE, hereby accept the designation of Resident Agent for service of process upon DANIA CUT PROPERTY INVESTORS, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 28th day of August, 2007.

  
\_\_\_\_\_  
JAMES S. PRENTICE  
Registered Agent

**FILED**  
07 AUG 31 PM 1:06  
CLERK OF STATE  
TALLAHASSEE, FLORIDA