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March 17, 1995

VIA FEDERAL EXPRESS

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

RE: Incorporation of *Graftek, Inc.* and *World Graftek Corporation, Inc.*


To The Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for *Graftek, Inc.* and *World Graftek Corporation, Inc.* along with a check in the amount of 145.00 for the filing fees due on both corporations.

Please return my copies in the enclosed self addressed and stamped envelope.

Very truly yours,

ZEMEL AND KAUFMAN, P.A.

By:   
David Gambach, Esq.

FILED  
95 MAR 24 PM  
SECRETARY OF STATE  
TALLAHASSEE, FL

12195-6147-Graftek  
12195-6148 W. Graftek.  
12185, 671

**ARTICLES OF INCORPORATION  
OF  
WORLD GRAFTEK CORPORATION, INC.**

**ARTICLE I.  
CORPORATE NAME**

The name of this corporation shall be:

**WORLD GRAFTEK CORPORATION, INC.**  
2875 Northeast 191st Street  
Turnberry Plaza, Suite 304  
Aventura, Florida 33180

**ARTICLE II.  
NATURE OF CORPORATE BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III.  
CAPITAL STOCK**

This corporation is authorized to issue a maximum of One Thousand shares of stock. The shares of stock authorized shall be common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

FILED  
95 MAR 24 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV.**

##### **INITIAL REGISTERED AGENT**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Zemel and Kaufman, P.A.  
2875 Northeast 191st Street  
Turnberry Plaza, Suite 304  
Aventura, Florida 33180

#### **ARTICLE V.**

##### **BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the corporation shall have no less than one (1) Director at any time.

#### **ARTICLE VI.**

##### **INITIAL DIRECTORS**

The name and post office address of the initial Directors of the corporation are:

Name

Address

Richard Zemel

1236 Harvy Road  
Knoxville, Tennessee 37922

Chris Zemel

1236 Harvy Road  
Knoxville, Tennessee 37922

Sylvan Zemel

17556 Sea Lakes Drive  
Boca Raton, Florida 33434

The initial Directors shall hold office until the first annual meeting of the Stockholders of the corporation.

**ARTICLE VII.**  
**INCORPORATORS**


The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
David Gambach, Esq.	2875 Northeast 191 Street Tumberry Plaza, Suite 304 Aventura, Florida 33180

**ARTICLE VIII.**  
**COMMENCEMENT DATE**

Corporate existence will commence upon filing.

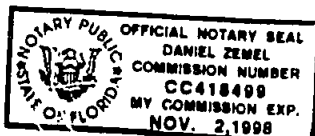
THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

 (SEAL)  
David Gambach, Esq.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared DAVID GAMBACH to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at said County and State, this  
17th day of March, 1995.




Notary Public,  
State of Florida at Large  
My Commission Expires:

The undersigned hereby accepts the foregoing designation as Initial Registered  
Agent and agrees to comply with the provisions of law applicable to said designation.

DATED: March 17, 1995

ZEMEL AND KAUFMAN, P.A.  
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Tumberry Plaza, Suite 304  
Aventura, Florida 33180  
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Telefax: (305) 931-7773

By:   
David Gambach, Esq.