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5/22/95 10:12 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
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MIAMI FL 33135-
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALLEN ROSENTHAL, INC.
FAX AUDIT NUMBER: H95000005674
DATE REQUESTED: 05/22/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY-22-1995 11:15 FROM EMPIRE

TO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ALLEN ROSENTHAL, INC.
REF: W95000010727

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005674
Letter Number: 695A00025955

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
Stuart H. Sobel, Esq.
Florida Bar No. 262382
SOBEL & SOBEL, P.A.
155 South Miami Avenue
Penthouse
Miami, FL 33130-1609
(305) 358-1602
Fax: (305) 577-8615

ARTICLES OF INCORPORATION

OF

ALLEN ROSENTHAL, INC.

By these Articles of Incorporation, the incorporator forms a corporation for profit under Florida Law.

**ARTICLE I
NAME**

The name of this corporation and principal address shall be:

ALLEN ROSENTHAL, INC.
20191 East Country Club Drive
Suite #2205
Aventura, Florida 33180

**ARTICLE II
TERM**

The corporation shall exist perpetually and shall commence existence upon the filing of these Articles with the Secretary of State of Florida.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

SOBEL & SOBEL, P.A. • ATTORNEYS AT LAW • PENTHOUSE • 155 SOUTH MIAMI AVENUE • MIAMI, FLORIDA 33130-1609 • (305) 358-1602

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**ARTICLE IV
CAPITAL STOCK**

The maximum to issue is 1000 shares at 1 cent par value, all of which shall be common stock.

**ARTICLE V
REGISTERED AGENT**

The initial Registered Agent for the corporation is ALLEN ROSENTHAL and whose address is 20191 East Country Club Drive, Suite #2205 Aventura, Florida 33180.

**ARTICLE VI
DIRECTORS**

The number of directors of this corporation shall be no less than 1 and no more than 5. The names and addresses of the persons who are appointed as first directors are:

NAME	ADDRESS
ALLEN ROSENTHAL	20191 East Country Club Drive, Suite 2205 Aventura, Florida 33180

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporator(s) is/are:

NAME	ADDRESS
ALLEN ROSENTHAL	20191 East Country Club Drive, Suite 2205 Aventura, Florida 33180

**ARTICLE VIII
PRE-EMPTIVE RIGHTS**

Each stockholder, upon the sale for cash of new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

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thereof at the price at which it is offered to others.

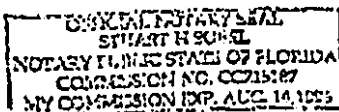
Dated this 19th day of May, 1995.


ALLEN ROSENTHAL, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized by law to take oaths and accept acknowledgments, personally appeared ALLEN ROSENTHAL who acknowledged before me that he is the party who executed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 19th day of May, 1995.




NOTARY PUBLIC

My Commission Expires:

Personally known: X

Presented Identification: _____

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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


ALLEN ROSENTHAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA