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FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135- 302-
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(((H95000005719))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WORTH HOLDING CO.
FAX AUDIT NUMBER: H95000005719
DATE REQUESTED: 05/22/1995
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(5)

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ARTICLES OF INCORPORATION

OF

WORTH HOLDING CO.

The undersigned, 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 this corporation is WORTH HOLDING CO.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of $1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of WORTH HOLDING CO. is 5046 Suffolk Drive, Boca Raton, FL 33496.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(407) 966-6211
Fla. Bar No. 133803

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is Morton G. Bassoff, 3046 Suffolk Drive, Boca Raton, FL 33496.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Morton G. Bassoff   5046 Suffolk Drive
Boca Raton, FL 33496

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Morton G. Bassoff   5046 Suffolk Drive
Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5/11/95 day of May, 1995.

Morton G. Bassoff

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MAY-22-1995 16:38 FROM EMPIRE TO DIV CORP ELT FI P.03

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ____ day of May, 1995 by Morton G. Bassoff who is personally known to me or who produced __________________________ as identification.

(N. P. SEAL)

Arlene H. Meyers
Notary Public

Arlene H. Meyers
(Print/type name of Notary Public, commission no. and date of expiration)

ARLENE H. MEYERS
MY COMMISSION # CC [illegible]
EXPIRES: July 8, 1997
Bonded Thru Notary Public Underwriters

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DESIGNATION AND ACCEPTANCE

OF REGISTERED AGENT

WORTH HOLDING CO. hereby appoints Morton G. Bassoff to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.

Morton G. Bassoff

ngt:bassoff.art

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