

JUN 11 1997
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORP. K.T. COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-000000
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((H95000006426)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BALK & COMPANY, INC.
FAX AUDIT NUMBER: H95000006426 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/08/1996 TIME REQUESTED: 12:07:17
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SALE & COMPANY, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is **SALE & COMPANY, INC.** (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is c/o Norman S. Weider, Esq. 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 100 S.E. Second Street, Suite 3910, Miami, Florida 33131 and the registered agent at that address is Norman S. Weider, Esq.
- FIFTH:** The name and address of the incorporator of the Corporation is: Norman S. Weider, Esq., 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- SIXTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH:** The corporate existence of the Corporation shall commence on June 8, 1995.

NAME OF PREPARED:
NORMAN S. WEIDER, Esq.
100 S.E. SECOND STREET
SUITE 3910
MIAMI, FLORIDA 33131
FLORIDA BAR NO. 150388
(305) 371-6339

JUN-03-1995 14101 FROM EMPIRE

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1995.


NORMAN S. WEIDEN, Incorporator

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JUN-08-1995 14101 FROM EMPIRE

TO

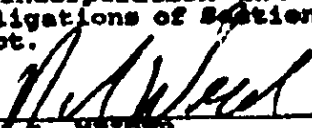
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


NORMAN S. WEIDER
Registered Agent

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TALLAHASSEE, FLORIDA

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