

**GERALD WEINBERG INC.**  
80 State Street  
Albany, New York 12207

Gerald Weinberg  
Lawrence A. Kirsch

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JUNE 15, 1995

FILED  
1995 JUN 16 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/15/95--01070--020  
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Re: GOOD AND GOOD ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*  
Lawrence A. Kirsch

A. GROSSER JUN 20 1995

ARTICLES OF INCORPORATION  
OF  
GOOD AND GOOD ENTERPRISES, INC.

FILED  
1993 JUN 16 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Filed by:

Frederick D. Hatem, Esq.  
1549 S.E. Westmoreland Boulevard  
Port St. Lucie, Florida 34952

ARTICLES OF INCORPORATION

GOOD AND GOOD ENTERPRISES, INC.

FILED  
1995 JAN 16 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, 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 the corporation is GOOD AND GOOD ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Patricia Gail Good  
2600 East Ocean Boulevard  
Building FF, Apartment 15  
Stuart, Florida 34996

ARTICLE VI. PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

2600 East Ocean Boulevard  
Building FF, Apartment 15  
Stuart, Florida 34996

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of June, 1995.

  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this 15th day of June, 1995 by the incorporator of GOOD AND GOOD ENTERPRISES, INC.

  
Notary Public  
My Commission Expires:

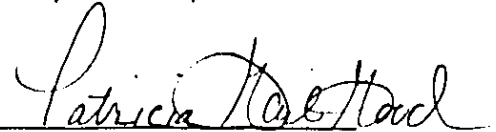
WENDY J. HENDERSON  
Notary Public, State of New York  
No. 01HE5031008  
Qualified in Albany County  
Commission Expires July 25, 1996

STATEMENT OF PATRICIA GAIL GOOD AS REGISTERED AGENT

re: GOOD AND GOOD ENTERPRISES, Inc.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. MY ADDRESS IS: 2600 EAST OCEAN BLVD, BUILDING FF, APARTMENT 15, STUART, FL 34996.

Signature



Registered Agent

PATRICIA A GOOD

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1995 JUN 16 AM 10:39

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TALLAHASSEE, FLORIDA