

7/7/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE
STATE OF FLORIDA

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT LAUDERDALE FL 33302-461000

CONTACT: BEVERLY F BRYAN

PHONE: (305) 763-1200

FAX: (305) 523-1952

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CINDYCO, INC.

FAX AUDIT NUMBER: H95000007831

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/14/1995

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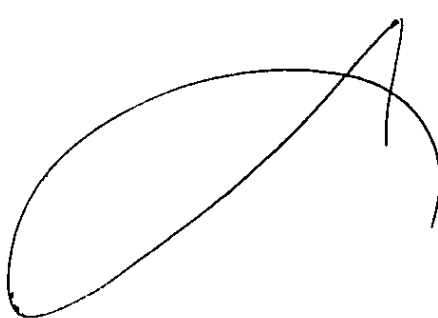
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ARTICLES OF INCORPORATION

OF

CINDYCO, INC.

FILED
95 JUL 14 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: CINDYCO, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H95000007831

CHARLES B. PEARLMAN, ESQ., FL BAR # 235547
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of common stock, par value \$.001 per share and 2,000,000 preferred stock at \$.01 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Charles B. Pearlman
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

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H95000007831

Charles B. Pearlman
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman.

ARTICLE X

INDEMNIFICATION

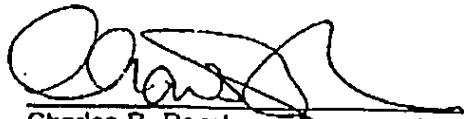
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI

AFFILIATED TRANSACTIONS

This 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 14th day of July, 1995.


Charles B. Pearlman, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

CINDYCO, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 200, East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 has named Charles B. Pearlman whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Charles B. Pearlman

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TALLAHASSEE, FLORIDA

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