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Daniel J. Weinberg

Certified Public Accountant

MEMBER:
American Institute of C.P.A.'s
New York State Society of C.P.A.'s
Florida Institute of C.P.A.'s

August 1, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

5000001554825
-08/07/95--01059--007
*****70.00 *****70.00

RE: ALLAN ROGOFF ENTERPRISES, INC.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to:

ALLAN ROGOFF ENTERPRISES, INC.
c/o Daniel J. Weinberg, CPA
23123 State Road 7, Suite 301
Boca Raton, FL 33428

Very truly yours,

Daniel J. Weinberg
Daniel J. Weinberg
Certified Public Accountant

DJW/bz
ENC.

95 AUG -7 AM 8:33

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

ALLAN ROGOFF ENTERPRISES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ALLAN ROGOFF ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

23123 STATE ROAD 7, STE. 301
BOCA RATON, FL 33428

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ALLAN ROGOFF
23123 STATE ROAD 7, STE. 301
BOCA RATON, FL 33428

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

ALLAN ROGOFF
23123 STATE ROAD 7, STE. 301
BOCA RATON, FL 33428

The undersigned has(have) executed these Articles of Incorporation this _____ day of _____, 1995.

ALLAN ROGOFF

FILED
SECRETARY OF STATE
95 AUG -7 AM 8:10

ARTICLE VI - PURPOSE

Business Purpose: TO PROVIDE INSURANCE SERVICES TO BUSINESSES AND
THE GENERAL PUBLIC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

ALLAN ROGOFF ENTERPRISES, INC .

2. The name and address of the registered agent and office is:

ALLAN ROGOFF ENTERPRISES, INC.
23123 STATE ROAD 7, STE. 301
BOCA RATON, FL 33428

ALLAN ROGOFF

DATE

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

ALLAN ROGOFF

DATE

95 AUG -7 AM 8:33

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION
OF ARTICLES OF INCORPORATION FOR
ALLAN ROGOFF ENTERPRISES, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I (WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANTS PERMISSION TO DANIEL J. WEINBERG, CPA TO ASSIST IN FILING ARTICLES OF INCORPORATION FOR ALLAN ROGOFF ENTERPRISES, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.

ALLAN ROGOFF

DATE