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LAW OFFICES

ILENE TEMCHIN
PROFESSIONAL ASSOCIATION
SUITE 302 • 1480 MADRUGA AVENUE
CORAL GABLES, FLORIDA 33148

OF COUNSEL:
DAVID M. GLASSBERG

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December 14, 1995

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
Attention: Corporate Records

BY FEDERAL EXPRESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 PM 3:16

Re: LINDA LIEBMAN, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation and the Certificate of Registered Agent for the above captioned Florida corporation. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing of Articles \$ 35.00

Filing of Certificate of
Registered Agent 35.00

Certified copy 52.50

\$122.50

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****122.50 ****122.50

An extra set of the documents is provided herewith for certification.

All correspondence concerning this matter should be directed to the undersigned. Should you have any questions, please call me.

Thank you for your cooperation and assistance.

Very truly yours,


Ilene Temchin

IT/lr
Enclosures

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ARTICLES OF INCORPORATION

FOR

LINDA LIEBMAN, INC.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 DEC 26 PM 3:16

ARTICLE I

The name of the corporation is: LINDA LIEBMAN, INC. The mailing address of the corporation is: 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100 common shares. Such 100 common shares shall consist of one class only having a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146. The name of the corporation's initial registered agent at said address is ILENE TEMCHIN.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

LINDA LIEBMAN
1440 Agua Avenue
Coral Gables, FL 33156

The number of directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

ILENE TEMCHIN, ESQ.
1450 Madruga Avenue, Suite 302
Coral Gables, FL 33146

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest,

because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the Board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Coral Gables, Florida this 12th day of December, 1995.

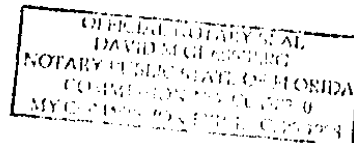
Ilene Temchin
ILENE TEMCHIN, Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 12th day of December, 1995, by ILENE TEMCHIN, Incorporator and Registered Agent, personally known to me.

David M. Rosenberg
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for LINDA LIEBMAN, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 12th day of December, 1995.



ILENE TEMCHIN, Registered Agent

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