

**Gary B. Rovin**  
*Attorney at Law*

December 20, 1995

Secretary of State  
State of Florida  
The Capitol Building  
Tallahassee, Florida 32304

Attention: CORPORATE DIVISION

RE: SERAFIM GROUP, INC.

Sir/Ms,

Enclosed herewith, please find original and one copy of the Articles of Incorporation of the above named corporation.

Also enclosed, please find my trust account check in the amount of \$122.50 detailed as follows:

|                  |                 |
|------------------|-----------------|
| Filing Fee       | \$35.00         |
| Certified Copy   | \$52.50         |
| Registered Agent | <u>\$35.00</u>  |
| Total            | <u>\$122.50</u> |

400001682294  
-01/09/96--01043--018  
\*\*\*\*122.50 \*\*\*\*122.50

Please acknowledge receipt of these enclosures, returning a certified copy of same to this office. Thank you for your prompt assistance.

Cordially,

JAN 11 1996 BSB

*Gary B. Rovin*  
Gary B. Rovin, Esq.

GBR/er

**Penthouse 2**  
**9350 South Dixie Highway**  
**Miami, Florida 33156**  
**305-670-9994 / Fax: 305-670-4533**

## **ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, AND PRIVILEGES AND IMMUNITIES OF A CORPORATION, FOR PROFIT.

### **ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE:

**SERAFIM GROUP, INC.**

### **ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA IN THE UNITED STATES.

### **ARTICLE III**

THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE FIVE HUNDRED (500) SHARES OF COMMON STOCK WITH PAR VALUE OF \$ 1.00 PER SHARE. THE WHOLE OR ANY PART OF THE CAPITAL STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY, LABOR OR SERVICES INsofar AS PERMITTED FROM TIME TO TIME BY THE LAWS OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

### **ARTICLE IV**

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE AT LEAST FIVE HUNDRED DOLLARS (\$500.00).

FILED  
96 JAN -8 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

THE COMPANY SHALL HAVE PERPETUAL EXISTENCE.

## **ARTICLE VI**

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

**9350 South Dixie Highway  
Penthouse II  
Miami, Florida 33156**

WITH THE PRIVILEGE, HOWEVER, OF HAVING BRANCH OFFICES AND PLACES OF BUSINESS AT ANY OTHER PLACE OR PLACES WITHIN THE STATE OF FLORIDA, THE UNITED STATES OR IN FOREIGN COUNTRIES.

## **ARTICLE VII**

THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT LEAST ONE (1) DIRECTOR WHO NEEDS NOT BE A STOCKHOLDER.

## **ARTICLE VIII**

THE NAME AND ADDRESS OF THE FIRST BOARD OF DIRECTOR OF THE CORPORATION WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS AND GENERAL CORPORATION LAWS OF FLORIDA, SHALL HOLD OFFICE UNTIL HIS SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED IS:

### NAME

### ADDRESS

1. Gary B. Rovin

9350 S. Dixie Highway  
Penthouse II  
Miami, FL 33156

## ARTICLE IX

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE:

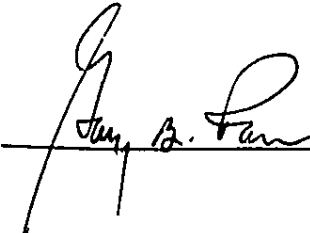
| NAME          | ADDRESS                                                  |
|---------------|----------------------------------------------------------|
| Gary B. Rovin | 9350 S. Dixie Highway<br>Penthouse II<br>Miami, Fl 33156 |

## ARTICLE X

THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO THE CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREAFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAWS OF THE STATE OF FLORIDA. THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDER'S AGREEMENTS WITH AND AMONG STOCKHOLDERS OF THE CORPORATION. THE CORPORATION IS, FURTHER, AUTHORIZED TO ENTER INTO PARTNERSHIPS AND JOINT VENTURES WITH OTHER PERSONS, FIRMS AND CORPORATIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THE

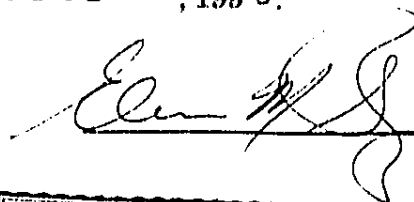
26<sup>th</sup> DAY OF Dec, 1995.

 (SEAL)

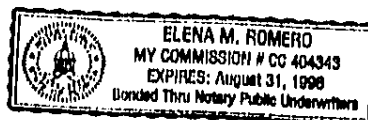
STATE OF FLORIDA           )  
                                          ) SS:  
COUNTY OF DADE           )

BEFORE ME, THE UNDERSIGNED AUTHORITY PERSONALLY  
APPEARED TO ME KNOWN TO BE THE PERSON DESCRIBED IN THE  
FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE THAT  
HE MADE AND SUBSCRIBED THE SAME FOR THE PURPOSES AND USES  
THEREIN MENTIONED AND SET FORTH.

WITNESS MY HAND AND SEAL AT SAID COUNTY AND STATE  
THIS 26 DAY OF December, 1995.

 (SEAL)

MY COMMISSION EXPIRES:



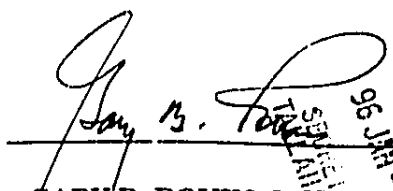
**RESIDENT AGENT DESIGNATION**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED GARY B. ROVIN, LOCATED 9350 SOUTH DIXIE HIGHWAY, PENTHOUSE II, MIAMI, FLORIDA, 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

**ACKNOWLEDGMENTS:**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
GARY B. ROVIN, ESQ.  
RESIDENT AGENT

FILED  
96 JUN -8 PM 2:08  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA