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David S. Oliver, Esq.
Direct Dial (407) 410-2383

TRAURIG

FILED

96 JUL 11 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 8, 1996

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

Re: Articles of Incorporation of Matthew J. Straus, Inc.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Matthew J. Straus, Inc., to be filed. Also enclosed is our check made payable to the Secretary of State in the amount of \$122.50 which represents the following:

\$ 35.00 filing fee;
\$ 52.50 fee for a certified copy; and
\$ 35.00 registered agent fee.
\$122.50

Please file the enclosed Articles of Incorporation of Matthew J. Straus, Inc., and return the certified copy to me by U.S. Mail. I have enclosed a pre-addressed, stamped envelope for your convenience.

If you should have any questions, please feel free to contact me.

Thank you in advance for your cooperation.

Sincerely,

GREENBERG TRAURIG



David S. Oliver

DSO/dmf

Dms/Oliver/Straus/SSLjr
21337 010000

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE SUITE 2050 ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C.
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

PH
7/12/96

ARTICLES OF INCORPORATION
OF
MATTHEW J. STRAUS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Matthew J. Straus, Inc.

ARTICLE I - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 629 Dolphin Road, Winter Springs, Florida 32708. The initial mailing address of the corporation is 629 Dolphin Road, Winter Springs, Florida 32708.

ARTICLE II - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$0.01 per share.

ARTICLE III - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 629 Dolphin Road, Winter Springs, Florida 32708 and the initial registered agent of this corporation at that address is Matthew J. Straus.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Matthew J. Straus

629 Dolphin Road
Winter Springs, Florida 32708

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
1 day of July, 1996.

By: 

Matthew J. Straus
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:
TALLAHASSEE, FLORIDA

That Matthew J. Straus, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 629 Dolphin Road, Winter Springs, Florida 32708, has named Matthew J. Straus as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

July 1, 1996


Matthew J. Straus, Registered Agent