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TO: DIVISION OF CORPORATIONS FROM: EMPIRE GROUP OF THE KIT COMPANY

DEPARTMENT OF STATE

1492 WAGLER

STATE OF FLORIDA

SUITE 200

100 EAST BAYVIEW STREET

MIAMI, FL 33132

PALLAHASSEE, FL 32308

CONTACT: RAY STORMONT

FAX: (904) 922-1100

PHONE: (305) 541-3894

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 7 IBD GROUP, INC.

FAX AUDIT NUMBER: H96000009853

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

-of-

IBD GROUP, INC.

ARTICLE I - Name

The name of this corporation is IBD GROUP, INC.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd., Suite 350, North Tower, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is: Jeffrey Feinberg.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

1613 Alton Road  
Miami Beach, FL 33139

Jeffrey Feinberg, Esquire  
FIRM 275700  
4000 Hollywood Blvd., #350N  
Hollywood, FL 33021  
(954) 962-8889

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**ARTICLE VII - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Yonit Hamer  
1613 Alton Road  
Miami Beach, FL 33139

**ARTICLE VIII - Incorporator**

The name and address of the person signing these articles is: Jeffrey Feinberg, Esquire, 4000 Hollywood Blvd., Suite 350, North Tower, Hollywood, Florida 33021.

**ARTICLE IX - By-Laws**

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

**ARTICLE X - Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XI - Indemnification**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of July, 1996.

  
JEFFREY FEINBERG

STATE OF FLORIDA )

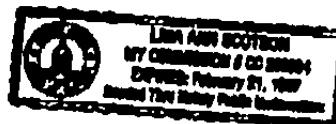
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 11th day of July, 1996.

  
NOTARY PUBLIC

My Commission Expires:



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**DESIGNATION OF REGISTERED AGENT**

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is IBD GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4000 Hollywood Boulevard, Suite 350, North Tower, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.

  
Jeffrey Feinberg  
Resident Agent

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TALL (1000)

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STATE OF TEXAS  
Notary Public & Accountant  
1001 WEST 10TH AVE., SUITE 100  
FORT WORTH, TEXAS 76102

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
2 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 8000019543888  
-09/24/96--01127--011  
3 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*35.00 \*\*\*\*\*35.00  
4 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 9/25

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

---

L B D GROUP, INC.  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII- INITIAL BOARD OF DIRECTORS:

NAME CHANGE FROM - YONIT HAMER TO YONIT DUCHMAN.- NAME USED ORIGINALLY  
WAS IN ERROR!

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CHANGE SHAREHOLDERS' NAME FROM YONIT HAMER TO YONIT DUCHMAN- NAME USED  
ORIGINALLY WAS IN ERROR!

THIRD: The date of each amendment's adoption JULY 11 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

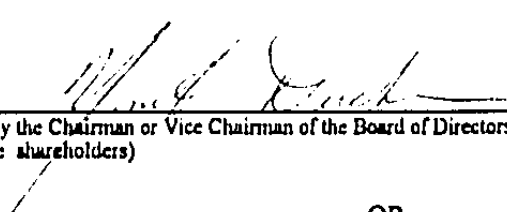
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of AUGUST, 19 96

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title