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NAME: 19-8 & ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION
OF
19-S & ASSOCIATES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: 19-S & ASSOCIATES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 7777 Glades Road, Suite 213, Boca Raton, Florida 33434.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JOEL D. MAYERSOHN, ESQ., #0093492
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 East Las Olas Blvd., Suite 1900
Ft. Lauderdale, Florida 33301
(954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Franklin Weichselbaum
7777 Glades Road
Suite 213
Boca Raton, FL 33434

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the Initial Director of this Corporation is:

Franklin Weichselbaum
7777 Glades Road
Suite 213
Boca Raton, FL 33434

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATION**

The name of the person signing these Articles of Incorporation as the Incorporator is Franklin Wolchasebaum, 7777 Glades Road, Suite 213, Boca Raton, Florida 33434.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 007.0001 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 17 day of July, 1996.



Franklin Wolchasebaum, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

19-8 & ASSOCIATES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 7777 Glades Road, Suite 213, Boca Raton, FL 33434 has named Franklin Weichselbaum whose address is 7777 Glades Road, Suite 213, Boca Raton, FL 33434 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Franklin Weichselbaum

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