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OCTOBER 9, 1996

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

FILED  
96 OCT 11 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: ALAN S. ROTH, INC.  
20190 N.E. 15 CT.  
N. MIAMI BEACH, FL. 33179

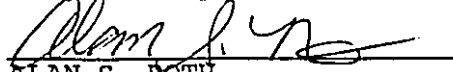
700001971757  
-10/11/96--01068--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Sir/Madam:

Enclosed herewith are the Articles of Incorporation together with  
a copy of said Articles for ALAN S. ROTH, INC. and our check  
in the amount of \$70.00 as follows:

Filing	\$ 35.00
Registered Agent	\$ 35.00
	<hr/>
	\$ 70.00

Respectfully Submitted:

  
ALAN S. ROTH  
ALAN S. ROTH, INC.

NOV 14 1996

ARTICLES OF INCORPORATION

OF

ALAN S. ROTH, INC.

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The undersigned incorporator(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ALAN S. ROTH, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

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

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

#### ARTICLE V - INITIAL REGISTERED OFFICE

The initial office address will be:

20190 N.E. 15 CT.  
N. MIAMI BEACH, FL. 33179.

The principal office address and the registered office address are the same.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

ALAN S. ROTH  
20190 N.E. 15 CT.  
N. MIAMI BEACH, FL. 33179

#### 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 names and addresses of the initial director(s) of the corporation are as follows:

ALAN S. ROTH  
20190 N.E. 15 CT.  
N. MIAMI BEACH, FL. 33179

ARTICLE VIII - INCORPORATORS

The name(s) and addresses of the person(s) signing these Articles of Incorporation are as follows:

ALAN S. ROTH  
20190 N.E. 15 CT.  
N. MIAMI BEACH, FL. 33179

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9th day of Oct, 1996.

Alan S. Roth (Seal)

STATE OF FLORIDA

COUNTY OF BROWARD

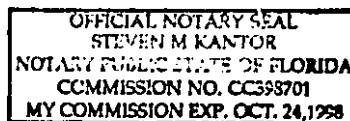
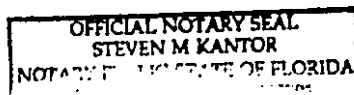
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ALAN S. ROTH known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 9<sup>th</sup> day of Oct, 1996.

(Notary Seal)

Steven M. Kantor  
(Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT

OF REGISTERED AGENT

OF

ALAN S. ROTH, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

20190 N.E. 15 CT.  
MIAMI, FLORIDA 33175

has named ALAN S. ROTH, located at the aforesaid address, as its Registered Agent to accept service of process with this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
ALAN S. ROTH (Registered Agent)

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