(((H96000015663 3)))

TO: DIVISION OF CORPORATIONS

(904) 922-4001

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC. .

075350000353

LEACH

PHONE: (212)431-5000

FAX #:

ACCT#:

(212) 431-1441

NAME: FELDMAN & RIDEAUX, INC.

CONTACT: CATHY

AUDIT NUMBER..... H96000015663

DOC TYPE...... FLORIDA PROFIT CORPORATION OR P.A.

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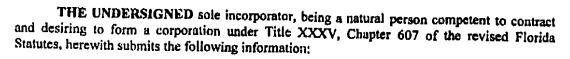
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ARTICLES OF INCORPORATION

OF

FELDMAN & RIDEAUX, INC.



- 1. The name of the corporation is FELDMAN & RIDEAUX, INC.
- The duration of the corporation shall be perpetual.
- 3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
- 4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
- 5. The principal address and mailing address of the corporation will be 15 PHOENETIA AVE.-SUITE 401, CORAL GABLES, FL 33134 and the name of its initial registered agent at such address is ALEX FELDMAN.
- 6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

ALEX FELDMAN, 15 PHOENETIA AVE.-SUITE 401, CORAL GABLES, FL 33134

7. The name and address of the sole incorporator is: ROBERT ARATINGI, c/o BLUMBERGEXCELSIOR CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 10/23/96

BlumbergExcelsior 62 White St. New York, NY 10013 212-431-5000 ROBERT ARATING

Sole Incorporator

H96000015663

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT



I, the undersigned, do hereby accept appointment as Registered Agent of FELDMAN & RIDEAUX, INC., the within named corporation.

Dated:

ALEX FEI DMAN

BlumbergExcelsior 62 White St. New York, NY 10013 212-431-5000