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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JOSEPH EXELBIRT, INC.

AUDIT NUMBER.....H96000017753

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

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ARTICLES OF INCORPORATION

OF

JOSEPH EXELBIRT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of this corporation is:

JOSEPH EXELBIRT, INC.

II. DURATION

The period of duration is perpetual.

III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV. CAPITAL STOCK

The corporation is authorized to issue 7500 shares, all of one class at \$1.00 par value.

V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

**David M. Scheinman
10691 North Kendall Drive, Suite 210
Miami, FL 33176**

prepared by:
David M. Scheinman, C.P.A., P.A.
10691 North Kendall Drive, Suite 210 Miami, FL 33176
(305) 596-0805

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VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Joseph Exelbirt
130 Ocean Drive, #9
Miami Beach, FL 33139

The initial registered office and principal place of business shall be:

130 Ocean Drive, #9
Miami Beach, FL 33139

VII. INCORPORATOR

The name of and address of the Incorporator signing these Articles of Incorporation is:

David M. Scheinman
10691 North Kendall Drive, Suite 210
Miami, FL 33176

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

IX. INDEMNIFICATION

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

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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XI. AMENDMENT OF ARTICLES

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.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

XIV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996.


David M. Scheinman

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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BEFORE ME, the undersigned authority, personally appeared David M. Scheinman, and to me known to be the person who executed the foregoing Articles of incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of December, 1996.

DENISE D. CLARK
Notary Public, State of Florida
My Comm. Expires June 22, 1998
No. CC 388322
Bonded To: Official Notary Service

Denise D. Clark
Notary Public

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CLERK
NOTARY PUBLIC
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That JOSEPH EXELBIRT, INC.

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state,
David M. Scheinman located at:

10691 North Kendall Drive, Suite 210
Miami, FL 33176

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

David M. Scheinman
David M. Scheinman
Resident Agent

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