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TO: DIVISION OF CORPORATIONS

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FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (407)995-4751

ACCT#: 074673001063

FAX #: (407)241-7145

NAME: MEYERSON INTERNATIONAL II CORPORATION

AUDIT NUMBER.....H97000002425

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
MEYERSON INTERNATIONAL II CORPORATION**

Article I
Name

The name of the corporation is MEYERSON INTERNATIONAL II CORPORATION.

Article II
Duration

The corporation shall have perpetual existence.

Article III
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV
Address

The principal place of business of the corporation shall be:

7172 Mandarin Drive
Boca Raton, Florida 33433

Article V
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$1.00 par value per share.

Albert W. Gortz, Esq.
FL Bar No. 156037
Proskauer Rose Goetz & Mendelsohn LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
407/241-7400

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Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 2255 Glades Road, Suite 340W, Boca Raton, FL 33431, and the name of the initial registered agent of the corporation at that address is Albert W. Gortz, Esq.

Article VII
Initial Board of Directors

The corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than two (2).

Article VIII
Incorporator

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

Leila Meyerson
7172 Mandarin Drive
Boca Raton, Florida 33433

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to

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which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence


The corporate existence of the corporation shall begin on upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of February, 1997.


Leila Meyerson
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Albert W. Gortz

Registered Agent

Dated: February 10, 1997

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