

February 18, 1997

Secretary of State P.O. Box 6327 Division of Corporations The Capital Tallahassee, FL 32314

RE: Incorporation Documents

800002103158--0 -03/04/97--01016--019 ****122.50 ****122.50

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Mark Scheinbaum, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 1117 , in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,

Mark Scheinbaum

3/10/97 TB

ARTICLES OF INCORPORATION

OF

MARK SCHEINBAUM, INC.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Sectior. 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is MARK SCHEINBAUM, INC.

ARTICLE II. <u>Term of Existence</u>. This corporation shall have perpetual existence.

ARTICLE III. <u>Nature of Business</u>. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. <u>Capital Stock</u>. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. <u>Voting Rights</u>. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. <u>Preemptive Rights</u>. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. <u>Initial Registered Office and Agent</u>. The street address of the initial registered office of this corporation is 8296 Blue Cypress Drive, Lake Worth, Florida 33467 and the name of the initial registered agent of this corporation at that address is Mark Scheinbaum. The address of the Corporation and the registered agent are the same.

ARTICLE VIII. <u>Initial Board of Directors</u>. The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but never be less than one. The name and address of the initial Director of this corporation is:

Mark Scheinbaum 8296 Blue Cypress Drive Lake Worth, Florida 33467

ARTICLE IX. Officers. The initial officer of the corporation will be:

Mark Scheinbaum

ARTICLE X. <u>Incorporator</u>. The person signing these Articles of Incorporation has the following name and address:

Mark Scheinbaum 8296 Blue Cypress Drive Lake Worth, Florida 33467

ARTICLE XI. <u>By-Laws</u>. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. <u>Amendment</u>. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _________, 1997.

STATE OF FLORIDA

COUNTY OF Palm beach

MARK Scheinbaum, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this at the day of

ebraery, 1997.

wellho

My Commission Expires:_

LARRAINE ANDREONI
My Comm Exp. 6-26-98
Bonded By Service Ins
No. CC682456

TO: Secretary of State State of Florida

Division of Corporations Department of State Tallahassee, FL 32304

I, Mark Scheinbaum, do hereby consent to serve as registered agent for the corporation,

this 21 day of Jebum, 1997.

Mark Schembour

Address of registered agent:

8296 Blue Cypress Drive Lake Worth, Florida 33467 FILED COS

The address of the Corporation and the registered agent are the same.