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ROBERT G. HARRIS

530 SOUTH FEDERAL HIGHWAY  
DEERFIELD BEACH, FLORIDA 33441

TELEPHONE: (954) 725-7688

FACSIMILE: (954) 725-7687

ROBERT G. HARRIS

ALSO MEMBER OF OHIO BAR

BOCA RATON OFFICE

6100 GLADES ROAD • SUITE 204  
BOCA RATON, FLORIDA 33434

TEL: (561) 487-5801

FAX: (561) 488-2705

April 28, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/29/97--01097--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Yudin Investment, Inc.

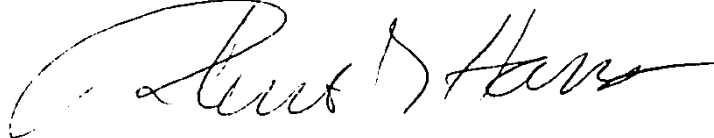
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of Yudin Investment, Inc., to be filed, along with my check in the sum of \$122.50 for filing fees.

Please send me a certified copy of the Articles in the enclosed, self-addressed envelope.

If you have any questions please do not hesitate to contact the undersigned.

Sincerely,



ROBERT G. HARRIS

RGH/gmd  
Enclosure

97 APR 29 11:23

STATE  
SECRETARY

5/1/97

**ARTICLES OF INCORPORATION**

**OF**

**YUDIN INVESTMENT, INC.**

FILED  
SEC. OF STATE  
CORPORATIONS  
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**ARTICLE I**

**NAME OF CORPORATION AND CORPORATE ADDRESS**

The name of this corporation is: YUDIN INVESTMENT, INC., and the corporate address is: 17051 Emile Street, Apt. 8, Boca Raton, Florida 33487.

**ARTICLE II  
DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III  
PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 1,000 authorized shares of common stock with \$1.00 par value.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: 530 South Federal Highway, Deerfield Beach, Florida 33441, and the Registered Agent at that address is: ROBERT G. HARRIS, ESQ.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1) nor more than seven (7). The name(s) and address(es) of the initial Director(s) of this corporation is/are:

**JULIAN H. YUDIN**

17051 Emile Street, Apt. 8  
Boca Raton, Florida 33487

**ARTICLE VII  
INCORPORATION**

The name and address of the person signing these Articles of Incorporation is: **ROBERT G. HARRIS, ESQ.**  
530 South Federal Highway  
Deerfield Beach, Florida 33441

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE IX  
INITIAL ISSUE OF STOCK**

<u>NAME</u>	<u>SHARES</u>
JULIAN H. YUDIN	-1,000-

**ARTICLE X  
SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

**ARTICLE XI  
APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII  
MEETINGS OF CONFERENCE**

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

**ARTICLE XIII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions obtained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV  
INDEMNIFICATION

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 28 day of April, 1997.

Robert G. Harris  
ROBERT G. HARRIS, ESQ.  
Subscriber

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 28 day of April, 1997, by ROBERT G. HARRIS, who is personally known to me ~~or who has provided~~ as identification and who did (did not) take an oath.



Grace Daddato  
NOTARY PUBLIC/STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert G. Harris  
ROBERT G. HARRIS, ESQ.

Address:

530 South Federal Highway  
Deerfield Beach, Florida 33441

97 APR 29 AM 11:20  
CLERK OF SUPERIOR COURT  
STATE OF FLORIDA