

6/02/97

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE CAUTIOUS VENTURERS, INC.

AUDIT NUMBER.....H97000008987

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

THE CAUTIOUS VENTURERS, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is THE CAUTIOUS VENTURERS, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 17728 Buckingham Court, Boca Raton, FL 33496.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 17728 Buckingham Court, Boca Raton, FL 33496, and the registered agent at that address is Theodore Landau.
- FIFTH: The name and address of the incorporator of the Corporation is: Theodore Landau, 17728 Buckingham Court, Boca Raton, FL 33496.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Theodore Landau 17728 Buckingham Court  
Boca Raton, FL 33496

Prepared by:  
Cory B. Nass, Esq.  
1801 Clint Moore Road  
Suite 100  
Boca Raton, FL 33487  
(561) 998-8884  
FL Bar No. 0003956

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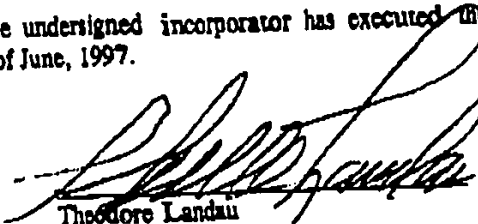
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- EIGHTH:** The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of June, 1997.

  
Theodore Landau

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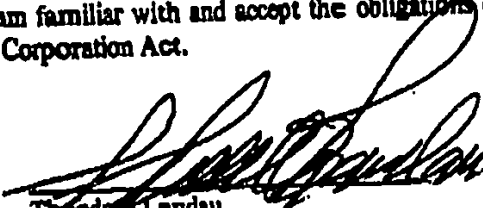
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
Theodore Landau  
Dated: 6/2/97

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