

7/16/97

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: STANDARD CAPITAL, INC.

AUDIT NUMBER.....H97000011617

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

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION

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OF

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STANDARD CAPITAL, INC.

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

ARTICLE I - NAME

The name of this Corporation is:

STANDARD CAPITAL, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 10,000 shares of Common Stock having a par value of \$.10 per share.

Gregory S. Band, Esq.
1680 Fruitville Road
Suite 102
Sarasota, Florida 34236
Florida Bar #889902
(941) 316-0111

Page 1 of 3

497000011617

P.02/04

EMPIRE CORPORATE KIT

JUL-16-1997 15:54

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

P.O. Box 741181
Boynton Beach, Florida 33474

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 19544 Bayview Rd., Boca Raton, Florida 33434, and the registered agent at such office is Ben Cutler.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The names and street addresses of the members of the first Board of Directors are:

Stuart T. Pearlman	P.O. Box 741181 Boynton Beach, Florida 33474
Barbara S. Pearlman	P.O. Box 741181 Boynton Beach, Florida 33474

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting by a majority of the Stock entitled to vote thereon.

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Page 2 of 3

H97000011617

P.03/04

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Stuart T. Pearlman

P.O. Box 741181
Boynton Beach, Florida 33474

The undersigned executed these Articles of Incorporation this 15th day of July,
1997.



Stuart T. Pearlman

"INCORPORATOR"

Having been named Registered Agent to accept service of process for STANDARD
CAPITAL, INC. at the registered office designated in the Articles, 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 relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as Registered Agent.



BEN CUTLER

7/15/97
Date

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P.04/04

Page 3 of 3

EMPIRE CORPORATE KIT

JUL-16-1997 15155