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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: STEPHEN ASHER & ASSOCIATES, INC.

AUDIT NUMBER.....H97000012032

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

CERT. OF STATUS..1

PAGES..... 3

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STEPHEN ASHER & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: **STEPHEN ASHER & ASSOCIATES, INC.**

The principal place of business of this corporation shall be: 11706 Lake Shore Place,
North Palm Beach, Fl. 33408.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares at \$ 1.00 par value per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

Stephen Asher President and Director
11706 Lake Shore Place, North Palm Beach, Fl. 33408

Basil J. Zaloom Treasurer and Director
11706 Lake Shore Place, North Palm Beach, Fl. 33408

Prepared by: Stephen Asher
11706 Lake Shore Place
North Palm Beach, Fl 33408
(561) 689-6000

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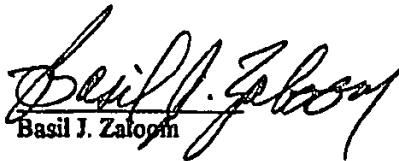
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ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Basil J. Zaloom
11706 Lake Shore Place, North Palm Beach, Fl. 33408

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of July, 1997


Basil J. Zaloom

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CERTIFICAT OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation: Stephen Asher & Associates, Inc.
2. The name and address of the registered agent and office is:

Basil J. Zaloom
11706 Lake Shore Place
North Palm Beach, Fl. 33408

Signature Basil J. Zaloom
Title Treasurer
Date 7/21/97

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