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Mindy R. Kraut.

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CORPORATION(S) NAME

| U E M | Properties, Inc. | |
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| (|) Foreign | <u>(</u> |) Dissolution | (|) Mark |
| (|) Limited Partnership) Reinstatement | (|) Annual Report) Reservation | (|) Other) Change of Registered Agent |
| 7 | Certified Copy | (|) Photo Copies | (|) Certificate Under Seal |
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| Acknowledgment | | |
| W.P. Verifier | | |

CERTIFIED COPY

K.A. JUL 2 8 1997

CR2E031 (R8-85)

WE Tana Dire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

97 JUL 28 AM 11:34

OF

U & M PROPERTIES, INC.

BY THESE ARTICLES OF INCORPORATION, the undersigned acting as incorporated pursuant to the Florida General Corporation Act, forms a corporation for profit.

ARTICLE I

The name of this corporation shall be U & M PROPERTIES, INC.

ARTICLE II

This corporation shall have its principal office at Suite 281, 5557 West Oakland Park Boulevard, Lauderhill, Florida, 33313.

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V

The aggregate number of shares of stock that this corporation shall have the authority to issue is 100 shares of common stock of a par value of \$1.00.

ARTICLE VI

Every stockholder, upon the sale for cash or a new stock of this corporation, shall have the right to purchase his/her prorata 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

The initial registered agent for this corporation is MINDY R. KRAUT, Esquire, and the initial registered office is located at Mercede Executive Park, 1888-A North University Drive, Plantation, Florida 33322.

ARTICLE VIII

This corporation shall have two (2) Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of each member of the initial Board of Directors of this Corporation is:

URI TADELIS

Suite 281

5557 West Oakland Park Boulevard

Lauderhill, Florida 33313

MICHAEL DeBOURG

2686 NW 60th Way

Sunrise, Florida 33313

ARTICLE IX

The name and street address of each Incorporator is as follows:

URI TADELIS

Suite 281

5557 West Oakland Park Boulevard

Lauderhill, Florida 33313

MICHAEL DeBOURG

2686 NW 60th Way

Sunrise, Florida 33313

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 15th day of July, 1997.

URI TADELIS

MICHAEL DAROURG

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 of the Florida Statutes the following is submitted:

That U & M PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Suite 281, 5557 West Oakland Park Boulevard, City of Lauderhill, County of Broward, State of Florida, has named MINDY R. KRAUT, Esquire, located at Mercede Executive Park, 1888-A North University Drive, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

MINDY R. KRAUT, Esquire, Registered Agent