

**EARP COHN PENDERY**  
A Professional Corporation

THOMAS L. EARP\*  
SUSAN E. PENDERY  
DOUGLAS F. JOHNSON  
PAUL M. LEWIS\*\*  
ANNE C. SINGER\*

RICHARD B. COHN  
IRVING KOFFLER  
KATHRYN R. RENAHAN\*  
STEVEN R. KANES\*

CAROL A. SCHILLER  
SCOTT J. CIOCCIO

SAMANTHA BETTINE  
LAURA DARIA  
\* Admitted to New Jersey  
\* Admitted in Pennsylvania only  
\* Certified Civil Trial Attorney

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

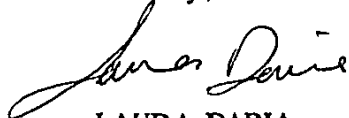
**Re: Eastern Ribbon & Roll Corp.**

Dear Sir/Madam:

Enclosed are (i) an original and one (1) copy of the Articles of Incorporation; (ii) the Certificate of Designation of Registered Agent; and (iii) our firm check payable to the Department of State in the amount of \$78.75 representing your fees for filing and for a Certificate.

Should you have any questions, please feel free to contact me.

Sincerely,



LAURA DARIA

LD/tjw  
EAS-010.011  
Enclosure(s)

cc: Mr. Alvin H. Hausner  
Susan E. Pendery, Esq.

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SECRET  
TALLAHASSEE, FLORIDA

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The Rohrer Building • 222 Haddon Avenue • Westmont • New Jersey 08108 • 609-854-7100 (Fax 609-854-6434)

1515 Market Street, Suite 1600 • Philadelphia • Pennsylvania 19102-1021 • 215-063-0520 (Fax 215-063-0520)

**ARTICLES OF INCORPORATION**  
**OF**  
**EASTERN RIBBON & ROLL CORP.**

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TALLAHASSEE, FLORIDA

**TO: DEPARTMENT OF STATE  
STATE OF FLORIDA**

For the purpose of forming a corporation pursuant to Section 607.0202 of the Florida Business Corporation Act, the undersigned, being the sole incorporator, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE:** The name of the corporation is:

EASTERN RIBBON & ROLL CORP.

**ARTICLE TWO:** The mailing address and address of the corporation's principle office is:

15375 Roosevelt Boulevard  
Suite 302  
Clearwater, Florida 33760

**ARTICLE THREE:** The number of shares which the corporation shall have the authority to issue is 200 at no par value.

**ARTICLE FOUR:** The name of the corporation's initial registered agent and the registered office of the corporation is:

Alvin H. Hausner  
15375 Roosevelt Boulevard  
Suite 302  
Clearwater, Florida 33760

**ARTICLE FIVE:** The name and address of the sole incorporator to these Articles of Incorporation is:

Laura Daria  
Earp Cohn & Pendery  
222 Haddon Avenue  
Westmont, New Jersey 08108

**SIXTH:** The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized pursuant to the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation on this 9<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
LAURA DARIA

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE  
OF  
EASTERN RIBBON & ROLL CORP.**

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TO: Department of State  
State of Florida

Pursuant to the provisions of Sections 607.0202 and 607.0501 of the Florida Business Corporation Act, 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:

The name of the corporation is: EASTERN RIBBON & ROLL CORP.

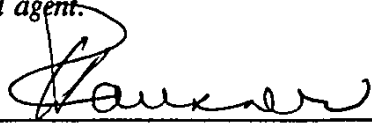
The name of the corporation's registered agent is: Alvin H. Hausner

The address of the corporation's registered office is:

15375 Roosevelt Boulevard  
Suite 302  
Clearwater, Florida 33760

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Dated: 8/12/97

  
ALVIN H. HAUSNER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ASSET MANAGEMENT AND CONSULTING, INC.

AUDIT NUMBER.....H97000013972

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

ASSET MANAGEMENT AND CONSULTING, INC.

The undersigned subscribers to these Articles of Incorporation; natural persons competent to contract, hereby form a profit corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

ASSET MANAGEMENT AND CONSULTING, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or 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 III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time in One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

David A. Kobrin, P.A.  
8900 S.W. 107th Avenue, #206  
Miami, FL 33176  
(305)596-0124  
FL Bar No. 226459

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CLERK OF DISTRICT COURT  
SOUTH FLORIDA

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ARTICLE IV. ADDRESS

The street address of the initial principal office of the corporation shall be 8900 S.W. 107 Avenue, #206, Miami, Florida 33176, and the name of the initial registered agent of the corporation at the aforesated address is David A. Kobrin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporators that the corporation may qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S. corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Jim Puente

12515 N. Kendall Drive, Ste. 324  
Miami, FL 33186

Michael E. Stein

12515 N. Kendall Drive, Ste. 324  
Miami, FL 33186

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ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

**President/Secretary**

Jim Puente

12515 N. Kendall Drive, Ste. 324  
Miami, FL 33186

**Vice-President**

Michael E. Stein

12515 N. Kendall Drive, Ste. 324  
Miami, FL 33186

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation

is:

David A. Kobrin

8900 S.W. 107th Ave., #206  
Miami, FL 33176


IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal  
on this 25<sup>th</sup> day of August 1997.

  
\_\_\_\_\_  
DAVID A. KOBRIN

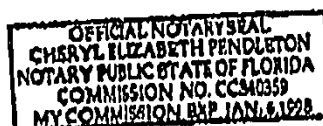
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of  
August 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida  
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That ASSET MANAGEMENT AND CONSULTING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named David A. Kobrin located at 8900 S.W. 107 Avenue, #206, Miami, Florida 33176, County of Dade, 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 stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
RESIDENT AGENT

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA