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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305)372-5000

FAX #: (305)372-0052

NAME: MARVIN SHULMAN, INC.

AUDIT NUMBER.....H97000019699

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FA#: H97-19699

**ARTICLES OF INCORPORATION OF
MARVIN SHULMAN, INC.**

**ARTICLE I
NAME**

The name of the Corporation is MARVIN SHULMAN, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence on January 1, 1998 and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1045 North Shore Drive, Miami Beach, Florida, 33141-2441.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-6000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

FA#: H97-19699

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1045 North Shore Drive, Miami Beach, Florida, 33141-2441, and the name of the initial Registered Agent of this Corporation at that address is Marvin Shulman.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

NameAddress

Marvin Shulman

1045 North Shore Drive
Miami Beach, Florida 33141-2441

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE X
DIRECTORS

The following shall serve as the initial Board of Directors of the corporation:

NameAddress

Marvin Shulman

1045 North Shore Drive
Miami Beach, Florida 33141-2441

FA#: H97-19699

FA#: H97-19699

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 24th day of November, 1997.



MARVIN SHULMAN

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DIVISION OF CORPORATIONS
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FA#: H97- 19699

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

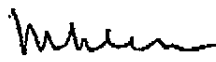
THAT MARVIN SHULMAN, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED MARVIN SHULMAN, LOCATED AT 1045
NORTH SHORE DRIVE, MIAMI BEACH, DADE COUNTY, FLORIDA, 33141-2441, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

X 
MARVIN SHULMAN

Incorporator
TITLE

November 26, 1997
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

X 
MARVIN SHULMAN