

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 19 PM 1:25

Deutsch Management, Inc.

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Art of Inc. File *****122.50 *****122.50

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by DN 12/19 9:30
Name Date Time

Walk-In _____ Will Pick Up _____

RECEIVED
97 DEC 19 AM 9:49
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

RP
12-19-97

ARTICLES OF INCORPORATION

OF

DEUTSCH MANAGEMENT, INC.

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The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

DEUTSCH MANAGEMENT, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows: (a) 1000 shares of Class A Common Stock; and (b) 9,000 shares of Class B Common Stock.

All of said shares (without regard to Class) shall have equal preferences, limitations and relative rights, including rights to distributions and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a Class, (b) a holder of Class A Common Stock shall be entitled to cast one vote per share only if such holder is SIDNEY DEUTSCH or a member of his family, otherwise a holder of shares of Class A Common Stock shall have no voting rights whatsoever. For purposes of the preceding sentence, members of the family of SIDNEY DEUTSCH shall include only his spouse and his lineal descendants, whether natural or adopted, trusts for the exclusive use and benefit of any said lineal descendants, and partnerships and corporations then owned exclusively by said lineal descendants and trusts. At the earliest time that any share of Class A Common Stock is owned by any person other than SIDNEY DEUTSCH or a member of his family, such share shall thereupon automatically become a share of Class B Common Stock for all purposes, without any further action whatsoever.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

LAMONT & NEIMAN, P.A.
Two South Biscayne Boulevard, Suite 3550
Miami, Florida 33131

ARTICLE VI

This corporation shall have three directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

SIDNEY DEUTSCH
17214 Ryton Lane
Boca Raton, Florida 33496

SONIA DEUTSCH
17214 Ryton Lane
Boca Raton, Florida 33496

ROBERT DEUTSCH
c/o Deutsch Management, Inc.
17214 Ryton Lane
Boca Raton, Florida 33496

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

SIDNEY DEUTSCH
17214 Ryton Lane
Boca Raton, Florida 33496

ARTICLE VIII

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The mailing address of the corporation is:

17214 Ryton Lane
Boca Raton, Florida 33496

EXECUTED this 17 day of December, 1997


SIDNEY DEUTSCH, Incorporator

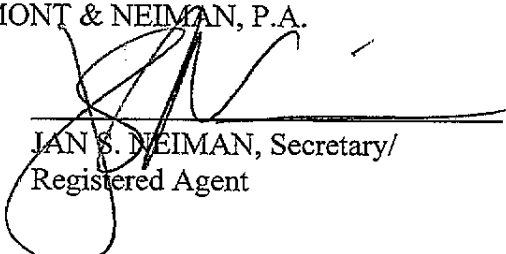
ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DEUTSCH MANAGEMENT, INC.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 17 day of December, 1997.

LAMONT & NEIMAN, P.A.

By:


IAN S. NEIMAN, Secretary/
Registered Agent

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