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FLORIDA DIVISION OF CORPORATIONS

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FROM: ZISKIND & ARVIN, P.A.
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ACCT#:

CONTACT: KENNETH I ARVIN
PHONE: (305) 577-4888
(305) 577-6199

FAX #:

NAME: ZEDECK FAMILY HOLDINGS, INC.

AUDIT NUMBER.....H97000021238

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**ARTICLES OF INCORPORATION
OF**

ZEDECK FAMILY HOLDINGS, INC.

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:

ZEDECK FAMILY HOLDINGS, 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

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

This item prepared by:
Kenneth L. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888

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(A) 1,000 shares of Class A Common Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$10.00.

(B) 9,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$90.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

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

Ziskind & Arvin, P.A.
444 Brickell Avenue
Suite 905
Miami, FL 33131

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successors are elected and qualified or until his earlier resignation or removal from office is:

Murray Zedeck
1489 West Palmetto Park Road, Suite 300
Boca Raton, FL 33486

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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:

Ziskind & Arvin, P.A.
444 Brickell Avenue, Suite 905
Miami, FL 33131

ARTICLE VIII

The mailing address of the corporation shall be:

1489 West Palmetto Park Road, Suite 300
Boca Raton, FL 33486

Executed at Miami, Florida this 29th day of December, 1997.

ZISKIND & ARVIN, P.A., Incorporator

By: 

Kenneth I. Arvin, Esq. Vice President

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ACCEPTED BY REGISTERED AGENT

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

Dated this 29th day of December, 1997.

ZISKIND & ARVIN, P.A., Registered Agent

By: 

Kenneth I. Arvin, Esq. Vice President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888

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