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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

ACCT#: 072720000101

FAX #:

NAME: DEITCH & KATZ, P.A. AUDIT NUMBER.....H98000000111 DOC
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY:
Jason A. Deitch, P.A.
1250 East Hallandale Beach Boulevard
1250 East Building Suite 909
Hallandale Florida 33009
954/456-8444
Florida Bar Number: 992585

ARTICLES OF INCORPORATION
OF
DEITCH & KATZ, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a professional corporation, does hereby declare the following:

ARTICLE I

The name of this corporation shall be DEITCH & KATZ, P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The nature of the business and the object and purposes proposed to be transacted, promoted and carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida. The specific nature of business is ATTORNEY.

ARTICLE III

CAPITAL STOCK

(a) The total number of share of capital stock authorized to be issued by the corporation shall be One Hundred (100) shares
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1250 East Hallandale Beach Blvd., 1250 E. Building Suite 909
Hallandale, Florida 33009
954-456-8444
Fla. Bar #992585

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having a par value of One Cent (\$0.01) a share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or thereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options of warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons (who are qualified to be stockholders as provided in paragraph (d) of this Article) as the Board of Directors may be determined.

(d) No shareholder shall enter into a voting trust agreement

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or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of this corporation is perpetual unless sooner dissolved according to law.

ARTICLE V

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until there successors have been duly elected and qualified, are:

JASON DEITCH
639 EAST OCEAN AVENUE
SUITE 402
BOYNTON BEACH FLORIDA

and

ADAM KATZ
639 EAST OCEAN AVENUE
SUITE 402
BOYNTON BEACH FLORIDA.

The number of directors shall not be less than two (2).

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ARTICLE VI

SUBSCRIBER TO ARTICLES

The name and post office address of the subscriber to these Articles of Incorporation is:

JASON DEITCH
639 EAST OCEAN AVENUE
SUITE 402
BOYNTON BEACH FLORIDA.

ARTICLE VII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the Stockholders, at a Stockholder's meeting by a majority of the Stock entitled to vote thereon.

ARTICLE VIII

BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the

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stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such stockholder.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions of requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is SUITE #402, 639 EAST OCEAN AVENUE, BOYNTON BEACH FLORIDA, and the name of its initial registered agent at such address is JASON DEITCH.

ARTICLE X

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be as follows:


639 East Ocean Avenue
Suite 402
Boynton Beach Florida

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a professional corporation to do business within the State of

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Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this 5 day of JANUARY, 1998.


JASON DEITCH, Subscriber

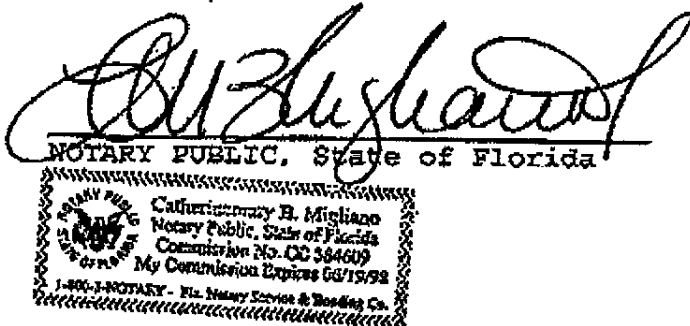
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JASON DEITCH to me known to be the person described as subscriber in the foregoing Articles of Incorporation, and acknowledged that before me he subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal this 05 day of JANUARY, 1998.

My Commission Expires:



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

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

That DEITCH & KATZ, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Boynton Beach, County of Palm Beach, State of Florida, has named JASON DEITCH, ESQUIRE located at the City of Boynton Beach, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE: 

TITLE: REGISTERED AGENT

DATE: 05 Jan 98

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 this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

DATE: 05 Jan 98

ADDRESS: 639 EAST OCEAN AVENUE
SUITE 402, BOYNTON BEACH FLORIDA

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TALLAHASSEE, FLORIDA

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