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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ALLAN DOMBROW, P.A.
AUDIT NUMBER.....H9800000854
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
ALLAN DOMBROW, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporator of a corporation under the "PROFESSIONAL SERVICE CORPORATION ACT" and duly licensed or otherwise authorized to render accounting and consulting services with the State of Florida adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

ALLAN DOMBROW, P.A.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation. The SPECIFIC PURPOSE is: The practice of accounting and consulting.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

THIS INSTRUMENT PREPARED BY:
Scott E. Itkin
South Florida Tax
1940 Harrison Street, Suite 203
Hollywood, FL 33020
(954) 925-3588

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ARTICLE V
EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

Allan Dombrow
3601 W. Commercial Blvd.
Suite #5
Ft. Lauderdale, FL 33309

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract of other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested shall be either void or voidable because of such relationship or interest.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Allan Dombrow
3601 W. Commercial Blvd.
Suite #5
Ft. Lauderdale, FL 33309

ARTICLE VIII
REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

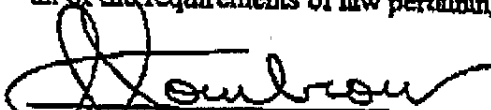
Allan Dombrow
3601 W. Commercial Blvd.
Suite #5
Ft. Lauderdale, FL 33309

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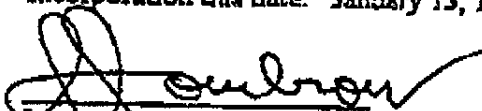
ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.


Registered Agent

Allan Dombrow
3601 W. Commercial Blvd.
Suite #5
Ft. Lauderdale, FL 33309

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: January 13, 1998.


Incorporator

Allan Dombrow
3601 W. Commercial Blvd.
Suite #5
Ft. Lauderdale, FL 33309

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