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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

NAME: ALBERT BENDER & COMPANY

AUDIT NUMBER.....H98000001333

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

EMPIRE

SUBJECT: ALBERT BENDER & COMPANY
REF: W98000001435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be:

ALBERT BENDER & COMPANY, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, of ONE DOLLAR (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than ONE HUNDRED DOLLARS (\$100).

ARTICLE V. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

20341 N.E. 30TH AVENUE
APT 10
AVENTURA, FLORIDA 33180

Prepared by: Bender Accounting Company
Azriel Bender, Accountant
20341 NE 30th Ave. Apt 10
Aventura, FL 33180 (305) 446-9829 9316 9169

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The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Director(s) initially. The number of Directors may be either increased or diminished by the Bylaws adopted by the Shareholders but shall never be less than one. The name and address of the initial Director(s) of this Corporation:

AZRIEL BENDER
20341 N.E. 30TH AVENUE APT 10
AVENTURA, FLORIDA 33180

ARTICLE VIII. INCORPORATOR(S)

The names and addresses of the Incorporator(s):

AZRIEL BENDER
20341 N.E. 30TH AVENUE
APT 10
AVENTURA, FLORIDA 33180

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholder subject to this reservation.

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ARTICLE XI. SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation, as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned as subscribing Incorporators, have hereunto set our hands and seals this January 20, 1998 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of this State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

A. R.

STATE OF FLORIDA
COUNTY OF Dade

SWORN TO AND SUBSCRIBED BEFORE ME THIS 21 DAY OF January 1998

[Signature]



Christal D McGinn
My Commission CC682023
Expires November 28, 2001

ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent Azriel Bender located at 20341 N.E. 30th ave in Aventura, Fl. 33180 accepts this position as signed below:

A. R.

The Registered Office will be located at:
20341 N.E. 30th Avenue apt 10 Aventura, Fl. 33180

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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