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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850)922-4001

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FROM: HODGSON, RUSS, ANDREWS, ET AL
072720000242

ACCT#:

CONTACT: ~~DONNA~~ DEMPSEY *Donna Kinloch*

PHONE: (561)394-0500

FAX #:

(561)394-3862

NAME: ELLIS KAYE, INC.

AUDIT NUMBER.....H98000004468

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

CERT. OF STATUS..0

PAGES..... 3

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**HODGSON RUSS
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Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau
Mark S. Klein
Stephen M. Newman

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March 6, 1998

VIA TELECOPY/850-922-4001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

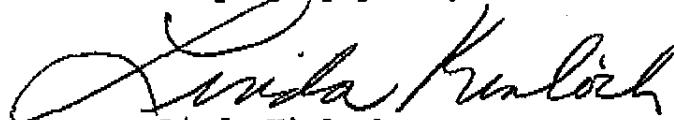
RE: Ellis Kaye, Inc.

Enclosed are the Articles of Incorporation for Ellis
Kaye, Inc.

Please charge our account accordingly and forward a
certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Linda Kinloch
Legal Assistant

Attachment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ELLIS KAYE, INC.

ARTICLE I

NAME

The name of this corporation is: Ellis Kaye, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:

Ronald S. Kochman, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
222 Lakeview Avenue, Suite 930
West Palm Beach, Florida 33401-6112
Telephone: (561) 802-3575
Florida Bar No. 271888

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ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 40 Hampshire Lane, Boynton Beach, FL 33436; and the name of the initial registered agent of the Corporation is Lester Klein.

ARTICLE VI

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation

is:

40 Hampshire Lane
Boynton Beach, FL 33436

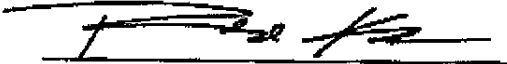
ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Ronald S. Kochman
222 Lakeview Avenue
Suite 930
West Palm Beach, FL 33401

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation
this 5th day of January, 1998.
1998



Ronald S. Kochman, Incorporator

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CERTIFICATE OF DESIGNATIONACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

Ellis Kaye, Inc.

By: 
Lester Klein, President

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