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3/23/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: AGE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: THOMAS L. GOLDSMITH, INC.

AUDIT NUMBER.....H98000005580

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation THOMAS L. GOLDSMITH, INC.
Address of Corporation 12521 SOUTH DIXIE HIGHWAY
MIAMI, FLORIDA 33156

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: THOMAS L. GOLDSMITH, DVM, M.S.
and
REGISTERED OFFICE: 3021 JEFFERSON STREET
COCONUT GROVE, FLORIDA 33133
I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

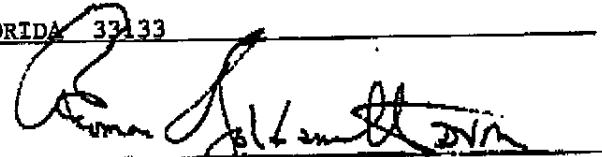

Signature of Registered Agent Date 3/17/98

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.
1. THOMAS L. GOLDSMITH, DVM, M.S.
3021 JEFFERSON STREET
COCONUT GROVE, FL 33133

Article 5: The Name and Address of the INCORPORATOR is:

THOMAS L. GOLDSMITH, DVM, M.S.
3021 JEFFERSON STREET
COCONUT GROVE, FLORIDA 33133

In witness whereof, I have subscribed my name


Signature of Incorporator

THOMAS L. GOLDSMITH, DVM, M.S.

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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