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ALAN L ARONS ESQ.

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FROM: ALAN L. ARONS  
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NAME: THE AUDITIONERS' RAG INC.

AUDIT NUMBER.....H98000007667

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

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(304)922-3703

04/24/98 08:38 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

April 24, 1998

ALAN L. ARONS

SUBJECT: THE AUDITIONERS' R&G INC.  
REF: W98000009150

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.

Article IV states there will be TWO director(s), whereas ONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Angaburger  
Document Specialist

FAX Aud. #: W98000007667  
Letter Number: 798A00022225

ARTICLES OF INCORPORATION  
OF  
THE AUDITIONERS' RAG INC.

The undersigned acting as Incorporator(s) of a corporation under the Florida Business Corporation Act adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is THE AUDITIONERS' RAG INC. and shall have perpetual existence.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2357 NW 59 Street, Boca Raton, FL 33496.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares.

This document was prepared by: Fla Bar #236111

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TALLAHASSEE FLORIDA

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ARTICLE IV: DIRECTORS

This corporation shall have ~~one~~<sup>ONE</sup> director(s) initially. The number of directors may be either increased or decreased from time to time by and amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u>                            |
|-------------|---|
| BETH ALTMAN | 2357 NW 59 Street<br>Boca Raton, FL 33496 |

ARTICLE V: INCORPORATORS

The names and street addresses of the subscribers to these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u>                            |
|-------------|---|
| BETH ALTMAN | 2357 NW 59 Street<br>Boca Raton, FL 33496 |

ARTICLE VI: BY-LAWS

The Board of Directors shall initially have the power to enact By-Laws but upon By-Laws being enacted and adopted no amendment to them shall thereafter be made except by the stockholders.

### ARTICLE VII: AMENDMENTS

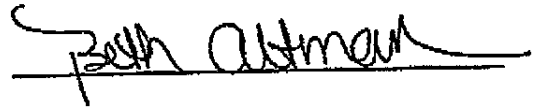
No amendment to these Articles of Incorporation can be made except upon the affirmative vote of holders of record of Fifty-One (51%) percent of the stock of the corporation.

### ARTICLE VIII: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and office of this corporation is as follows: BETH ALTMAN 2357 NW 59 St.  
Boca Raton FL 33496

### ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate of Articles of Incorporation I do hereby accept to act in this capacity and do agree to comply with the provisions of said Act relative to keeping open said office.  
DATED: April 23, 1998



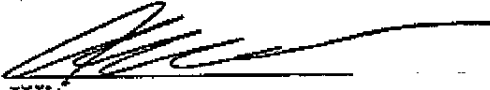
### ARTICLE IX:

Each of the original incorporators of this corporation shall have the right after organization of same to assign and deliver his subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation who upon acceptance of

such assignment shall stand in lieu of the said original incorporator and assume and carry out all the rights liabilities and duties entailed by said subscription subject to the law of the State of Florida and the execution of this power.

IN WITNESS WHEREOF we have hereunto set our names at Deerfield Beach Florida this 23rd day of April, 1998.

WITNESSED BY

  
Witness

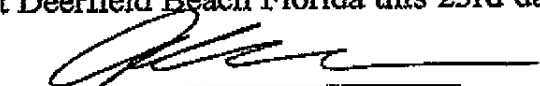


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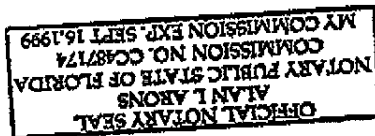
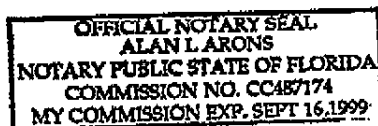
STATE OF FLORIDA     )  
                          SS:  
COUNTY OF BROWARD)

BEFORE ME the undersigned authority personally appeared personally known to be the person(s) who executed the foregoing Articles of Incorporation of THE AUDITIONERS' RAG INC. and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Deerfield Beach Florida this 23rd day of April, 1998.

  
NOTARY PUBLIC  
(SEAL)

My commission expires:



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TALLAHASSEE FLORIDA

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