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Litigation Lawyer

April 29, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-05/04/98--01038--009  
\*\*\*\*122.50 \*\*\*\*122.50

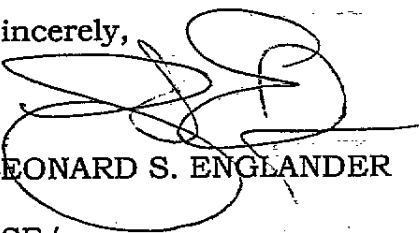
Re: Manhattan Tranzfer, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same.  
Thank you.

Sincerely,



LEONARD S. ENGLANDER

LSE/pag

Enclosures

FILED  
98 MAY -4 AM 11:28  
TALLAHASSEE, FLORIDA  
STATE DEPT OF STATE

CB  
5596  
6

**ARTICLES OF INCORPORATION**

**OF**

**MANHATTAN TRANZFER, INC.**  
**Florida corporation**

**ARTICLE I**

**Name**

1.1. The name of the corporation is **MANHATTAN TRANZFER, INC.**

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

**FILED**  
68 MAY - 4 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

### **Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

## **ARTICLE VII**

### **Principal Office and Mailing Address**

7.1 The initial principal office of this corporation is located at 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the corporation's initial mailing address shall be P.O. Box 47428 St. Petersburg, FL 33743-7428.

## **ARTICLE VIII**

### **Initial Board of Directors**

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER  
5959 CENTRAL AVENUE, SUITE 201  
ST. PETERSBURG, FL 33710

**ARTICLE IX**

**Incorporators**

9.1 The name and address of the persons signing these Articles are the Corporation's existing shareholders:

LEONARD S. ENGLANDER

**ARTICLE X**

**Indemnification**

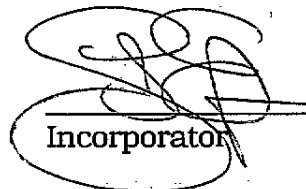
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**

**Amendment**

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 29, 1998.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 29 day of April, 1998, by LEONARD S. ENGLANDER, who is personally known to me or who

has produced n/a as identification and who did ~~did~~  
~~not~~ take an oath.



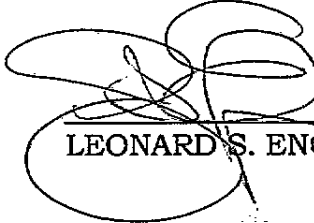
Patricia A Gauss  
My Commission CC679254  
Expires September 10, 2001

Patricia A. Gauss

Name:  
NOTARY PUBLIC  
State of Florida at Large (Seal)  
Comm. No.:  
My Commission Expires:

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for **MANHATTAN TRANZFER, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

  
LEONARD S. ENGLANDER

FILED  
98 MAY -4 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 29 day of April, 1998, by  
LEONARD S. ENGLANDER, who is personally known to me or who has produced  
n/a as identification and who did (~~did not~~) take an oath.



Patricia A Gauss  
My Commission CC679254  
Expires September 10, 2001



Name:  
NOTARY PUBLIC  
State of Florida at Large (Seal)  
Comm. No.:  
My Commission Expires: