

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Herbert K. Goldfeder
Corporation

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 AM 11:06

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Signature _____

Requested by: LS

7/13/98

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Name _____

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Walk-In _____

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☒ Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

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07-14-98

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DIVISION OF CORPORATIONS
98 JUL 14 AM 11:06

ARTICLES OF INCORPORATION

OF

HERBERT K. GOLDFEDER CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **HERBERT K. GOLDFEDER CORPORATION**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 17245-3 Boca Club Blvd., Boca Raton, FL 33487.

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 (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Herbert K. Goldfeder, 17245-3 Boca Club Blvd., Boca Raton, FL 33487.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Herbert K. Goldfeder, 17245-3 Boca Club Blvd, Boca Raton, FL 33487.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

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ARTICLE VIII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned has executed these Articles of Incorporation this 13th day of July, 1998.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Strong

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

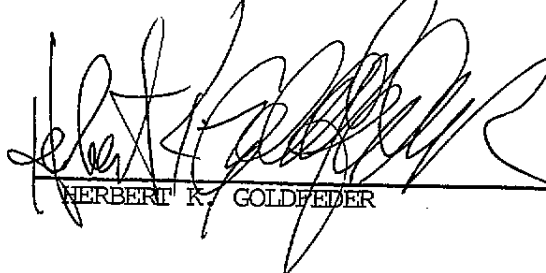
1. The name of the corporation is: HERBERT K. GOLDFEDER CORPORATION

2. The name and street address of the registered agent and office is: HERBERT K. GOLDFEDER

17245-3 Boca Club Boulevard

Boca Raton, Florida 33487

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


HERBERT K. GOLDFEDER