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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SCHWAB & SINGER SYSTEMS, INC.,

AUDIT NUMBER.....H98000015149

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

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SCHWAB & SINGER SYSTEMS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Schwab & Singer Systems, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. INITIAL REGISTERED AGENT AND
INITIAL PRINCIPAL OFFICE

The initial registered agent and the street address of the initial principal office of this corporation in the State of Florida shall be:

Linda C. Singer
Two Datran Center
9130 S. Dadeland Blvd.
Suite 1609
Miami, Florida 33156

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

Prepared by:

Linda C. Singer, P.A.
Two Datran Center
9130 S. Dadeland Blvd.
Suite 1609
Miami, FL 33156
Telephone (305) 670-5291
Florida Bar #184347

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ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-laws but shall never be less than one. The names and street addresses of the initial directors of this corporation, who shall hold office for the first year of existence of this corporation or until replaced by a duly elected or appointed and qualified successor, whichever occurs first, are: Marvin Alan Schwab and Steven Marc Singer.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is: Steven Marc Singer, whose address is 1960 Michigan Ave., #2B, Miami Beach, Florida 33139.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share at the price at which it is offered to others.

ARTICLE X. SHAREHOLDER PROPERTY.

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on August 14, 1998.

Steven Singer
Steven Marc Singer, INCORPORATOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14 day of August, 1998 by Steven Marc Singer, [X] who is personally known to

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me or [] who has produced _____ as
identification.

L. Singer

Notary Public-State of Florida



(Print, type or stamp
commissioned name of Notary
Public) SEAL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

The undersigned, having been named to accept service of process for the above-named corporation, at the place designated in Article V above, agrees to act as registered agent for said corporation.

Dated: August 14, 1998

Linda C. Singer
Registered Agent

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