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LAW OFFICES
ANTHONY G. COLEMAN, JR., P.A.

6194 North Federal Highway
Boca Raton, Florida 33487

(561) 998-5281

FAX: (561) 998-3280

AUGUST 14, 1998

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

200002617612--4
-08/17/98--01033--L106
***700.00 ***70.00

RE: NEW CORPORATE FILINGS

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND TEN (10) SETS OF EXECUTED ARTICLES OF INCORPORATION, COPIES OF SAME AND PAYMENT IN THE AMOUNT OF \$700.00.

AFTER FILING SAME AND ISSUING A CERTIFICATE OF INCORPORATION, PLEASE FORWARD THE DATE STAMPED COPY AND CHARTER TO:

ANTHONY G. COLEMAN, JR., P.A.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

SINCERELY,


ANTHONY G. COLEMAN, JR.

FILED
98 AUG 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
8/19

**ARTICLES OF INCORPORATION
OF
THE PROFIT SYNDICATE, INC.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

THE PROFIT SYNDICATE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**2663 OAKBROOK DRIVE
WESTON, FLORIDA 33332**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**STEVEN SILVERSTEIN
2663 OAKBROOK DRIVE
WESTON, FLORIDA 33332**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
**ANTHONY G. COLEMAN, JR.
2663 OAKBROOK DRIVE
WESTON, FLORIDA 33332**

These Articles of Incorporation Prepared By:
Anthony G. Coleman, Jr., Esq.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368563

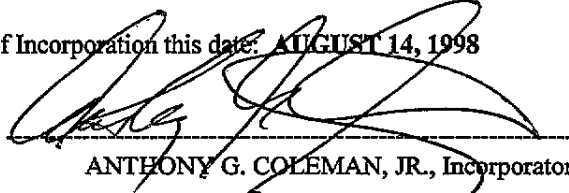
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

**ANTHONY G. COLEMAN, JR.
2663 OAKBROOK DRIVE
WESTON, FLORIDA 33332**


The undersigned has (have) executed these Articles of Incorporation this date: **AUGUST 14, 1998**


ANTHONY G. COLEMAN, JR., Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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.

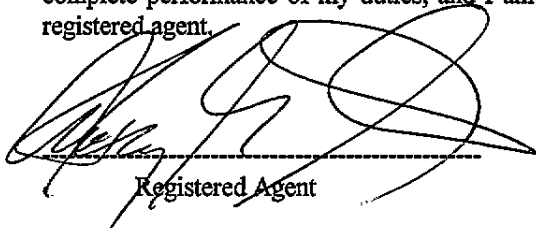
1. The name of the corporation is: **THE PROFIT SYNDICATE, INC.**
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.
2663 OAKBROOK DRIVE
WESTON, FLORIDA 33332**

SIGNATURE 
TITLE: **INCORPORATOR**

DATE: AUGUST 14, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent 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.


Registered Agent

AUGUST 14, 1998
Date