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RONALD R. FRIEDMAN, J.D., LL.M.  
BOARD CERTIFIED - WILLS, TRUSTS & ESTATES  
(MEMBER OF FLORIDA AND NEW JERSEY BARS)

September 1, 1998

Secretary of State  
Division of Corporation  
The Capital, 22nd Floor  
Tallahassee, Florida 32314

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-09/04/98-D1110-007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: David Gotfried, Inc.  
Articles of Incorporation

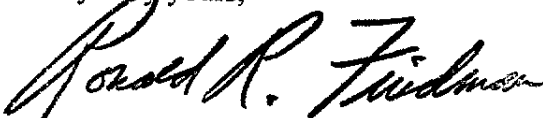
Dear Sir:

Enclosed for filing please find executed original and copy of the Articles of Incorporation of the above referenced corporation, together with our check in the amount of \$122.50 representing the filing fee and the cost of a certified copy.

Kindly file said Articles of Incorporation and return a certified copy of same to this office upon completion of the filing process.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,



Ronald R. Friedman  
RRF:sss  
Encl.

FILED  
98 SEP -4 AM 11:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CB  
9-11-98  
H

ARTICLES OF INCORPORATION  
OF  
DAVID GOTFRIED, INC.  
A FLORIDA CORPORATION

FILED  
98 SEP -4 AM 11:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (1989), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is DAVID GOTFRIED, INC. and the principal place of business and mailing address of the Corporation is 5353 W. Atlantic Ave., Suite 402C, Delray Beach, FL 33484.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5353 W. Atlantic Ave., Suite 402C, Delray Beach, FL 33484, and the name of the initial Registered Agent of the Corporation at that address is David Gotfried.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

Name

Address

David Gotfried

5353 W. Atlantic Ave., Suite 402C  
Delray Beach, FL 33484

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Address

David Gotfried

5353 W. Atlantic Ave., Suite 402C  
Delray Beach, FL 33484

ARTICLE VII

AMENDMENTS

The Board of Directors of the Corporation may propose amendment to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for in the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of August, 1998.

  
\_\_\_\_\_  
DAVID GOTFRIED, Incorporator

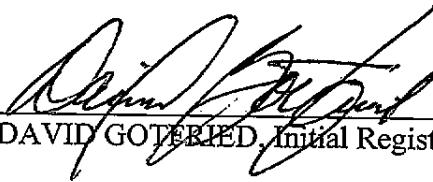
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for DAVID GOTFRIED, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Date:

8/31/98

By:



DAVID GOTFRIED, Initial Registered Agent

FILED  
98 SEP -4 AM 11:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA