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*Jennifer L. Schechtman* P.A.

CERTIFIED PUBLIC ACCOUNTANT

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October 1, 1998

New Filings  
Secretary of State  
409 East Gaines Street  
Tallahassee Florida 32399

800002654648--3  
-10/02/98--01074--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: DUBIN FINANCIAL SERVICES, INC.  
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of DUBIN FINANCIAL SERVICES, INC. along with a check in the amount of \$78.75 for the filing fees. Please forward to me the third copy after it has been stamped "filed".

Thank you for your attention in this matter.

Sincerely,

*Emily O. Wallace*

Emily O. Wallace

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -2 AM 9:45

R. Purinton OCT 5 1998

**ARTICLES OF INCORPORATION  
DUBIN FINANCIAL SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 OCT -2 AM 9:45

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**I**

The name of this corporation shall be **DUBIN FINANCIAL SERVICES, INC.** and the principal place of business shall be **12505 NW 2 AVENUE, NORTH MIAMI, FLORIDA 33168.**

**II**

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

**III**

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

**IV**

The initial address of this corporation shall be **12505 NW 2 AVENUE, NORTH MIAMI, FLORIDA 33168** with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be **DOROTHY S. DUBIN, 12505 NW 2 AVENUE, NORTH MIAMI, FLORIDA 33168.**

**V**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

**VI**

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

**VII**

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

VIII

The name and address of the first Board of Directors is as follows:

DOROTHY S. DUBIN  
12505 NW 2 AVENUE  
NORTH MIAMI, FLORIDA 33168

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

IX

These Articles of Incorporation shall have an effective date of October 5, 1998.

X

The name and address of the subscriber to these articles of incorporation is DOROTHY S. DUBIN, 12505 NW 2 AVENUE, NORTH MIAMI, FLORIDA 33168.


IN WITNESS WHEREOF, the undersigned had hereunto set his hand and seal this \_\_\_\_ day of SEPTEMBER, in the year 1998.

  
WITNESS

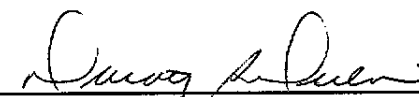
  
WITNESS

  
DOROTHY S. DUBIN

DUBIN FINANCIAL SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of NORTH MIAMI, FLORIDA has named DOROTHY S. DUBIN, 12505 NW 2 AVENUE, NORTH MIAMI, FLORIDA 33168 in the county of DADE, State of Florida, as its agent to accept service of process within Florida.

  
DOROTHY S. DUBIN, CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.

  
DOROTHY S. DUBIN, REGISTERED AGENT