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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: LAUDABLE ENTERPRISES, INC.
AUDIT NUMBER.....H98000020525
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**ARTICLES OF INCORPORATION
OF
LAUDABLE ENTERPRISES, INC.**

WE, the undersigned incorporators of this corporation under 607, Fla. Stat., as amended, do hereby associate ourselves to form a corporation and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is LAUDABLE ENTERPRISES, INC.

**ARTICLE II
PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business, activity or endeavor which is lawful under the laws of the State of Florida.

**ARTICLE III
DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, each

Prepared by:
HOWARD L. SILVERSTEIN, ESQUIRE
100 No. Biscayne Boulevard, #1110
Miami, FL 33132-2301
(305) 373-9091
Fla. Bar No. 074193

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having One (\$1.00) Dollar par value.

ARTICLE V INITIAL CAPITAL CONTRIBUTION

The amount of capital stock with which this corporation shall begin business with shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Howard L. Silverstein	100 North Biscayne Boulevard Suite 1110, New World Tower Miami, FL 33132-2301	100

ARTICLE VII DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

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NAME

ADDRESS

Howard L. Silverstein

100 North Biscayne Boulevard
Suite 1110, New World Tower
Miami, FL 33132-2301

**ARTICLE IX
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE X
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 100 North Biscayne Boulevard, Suite 1110, New World Tower, Miami, Florida 33132-2301, and the name of the initial Registered Agent of this corporation at that address is HOWARD L. SILVERSTEIN.

**ARTICLE XII
INDEMNIFICATION**

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

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**ARTICLE XIII
ADDITIONAL RIGHTS AND POWERS**

The corporation shall have the further right and power to:

A. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 4th day of November, 1998.


HOWARD L. SILVERSTEIN

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HOWARD L. SILVERSTEIN, to me known to be the persons described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid on November 4, 1998.

Joan Barbara Nagar
Notary Public, State of Florida at Large

Printed Name of Notary:

Joan Barbara Nagar

Commission No.: CC 721419

My Commission Expires: 6/11/2002



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH 48.091, FLA. STAT., THE FOLLOWING IS
SUBMITTED:

FIRST, that LAUDABLE ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named HOWARD L. SILVERSTEIN, located at 100 North Biscayne Boulevard, Suite 1110, New World Tower, Miami, Florida 33132-2301, as its agent to accept service of process within Florida.

Signature: *Howard L. Silverstein*
HOWARD L. SILVERSTEIN
Corporate Officer
Title: President
Date: November 4, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Howard L. Silverstein*
HOWARD L. SILVERSTEIN
Registered Agent
Date: November 4, 1998

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