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November 11, 1998

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 16 PM 3:03

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-11/16/98-01111-013  
\*\*\*\*131.25 \*\*\*\*\*87.50

Re: Kalish & Katzman, Inc.

Gentlemen:

Enclosed please find an original and one (1) photocopy of the Articles of Incorporation for the captioned corporation.

Once the enclosed has been filed with your office, please return a certified copy of the Articles of Incorporation showing the filing information, as well as a certificate of good standing for the corporation.

Finally, I have also enclosed this firm's check in the amount of \$131.25 representing payment of: (i) the filing fees of \$122.50; and (ii) the cost for issuing the certificate of good standing.

Thank you for your attention to the above, and if you have any questions, concerns or problems with the enclosed, please telephone me at your earliest convenience.

Sincerely,

Thomas R. Sawyer

TRS/gsk

Enclosures

cc: Keith J. Kalish

D. BROWN NOV 20 1998

ARTICLES OF INCORPORATION  
OF  
KALISH & KATZMAN, INC.

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ARTICLE I

NAME

The name of this corporation shall be: Kalish & Katzman, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1430 S.W. St. Lucie West Blvd.  
Port St. Lucie, FL 34986

The name of the initial registered agent of this corporation at that address is:

Keith J. Kalish

ARTICLE VI  
DIRECTORS

This corporation shall have two (2) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Keith J. Kalish  
1430 S.W. St. Lucie West Blvd.  
Port St. Lucie, FL 34986

and

Scott S. Katzman  
2401 First Boulevard  
Ft. Pierce, FL 34950

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these articles is:

Keith J. Kalish  
1430 S.W. St. Lucie West Blvd.  
Port St. Lucie, FL 34986

ARTICLE VIII  
CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE IX  
PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X  
AMENDMENTS

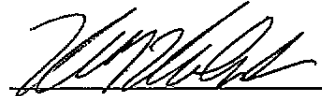
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
ADDRESS OR PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

1430 S.W. St. Lucie West Blvd.  
Port St. Lucie, FL 34986

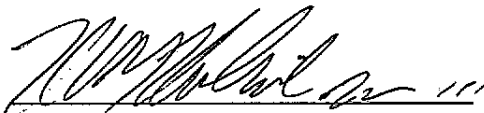
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13 day of November, 1998.

 11/13/98  
Keith J. Kalish

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Keith J. Kalish, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this \_\_\_\_ day of November, 1998.

 11/13/98  
Keith J. Kalish  
Registered Agent

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DIVISION OF CORPORATIONS  
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