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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**VANDERBILT & ROTH, INC.**

Certificate of Status	0
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42 11/24/98

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ARTICLES OF INCORPORATION

OF

VANDERBILT & ROTH, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VANDERBILT & ROTH, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation shall have 10,000 shares common stock, with \$1.00 per value each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Hanna Rabenseifner, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE VI - PRINCIPAL OFFICE

The principal office is located at 905 Brickell Bay Dr. #1831, Miami, FL 33131.

THIS DOCUMENT WAS PREPARED BY:

HANNA RABENSEIFNER, ESQ., 905 Brickell Bay Dr. #1831, Miami, FL 33131, FL Bar No. 750281; (305) 358-8575

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is Ruth Pietrowicz, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall fully indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Hanna Rabenseifner, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of November, 1998

Hanna Rabenseifner  
HANNA RABENSEIFNER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 19TH DAY OF NOVEMBER, 1998.

Hanna Rabenseifner  
HANNA RABENSEIFNER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared HANNA RABENSEIFNER, known to me as the person who, as Incorporator, executed the foregoing Articles of Incorporation of VANDERBILT & ROTH, INC. and acknowledged before me that she executed those Articles of Incorporation. She is personally known to me or produced personally known as identification and took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my seal this 18th day of November, 1998.

  
Notary Public



MARSHA A. FIGUEROA  
My Commission OC838441  
Expires May, 01, 2000

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TALLAHASSEE, FLORIDA

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