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Florida Department of State

Division of Corporations

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Sandra B. Morham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : HUBCO
Account Number : 104662003400
Phone : (516) 935-3940
Fax Number : (516) 935-3088

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Manhattan Capital Corp.

Certificate of Status	1
Certified Copy	0
Page Count	03
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Manhattan Capital Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Manhattan Capital Corp.
3360 SOUTH OCEAN BLVD. - SUITE 3G
PALM BEACH, FL 33480

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TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 SHARES at NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ALAN SARETSKY
3360 SOUTH OCEAN BLVD. - SUITE 3G
PALM BEACH, FL 33480

Prepared By:

Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

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HUBCO INCORPORATIONS

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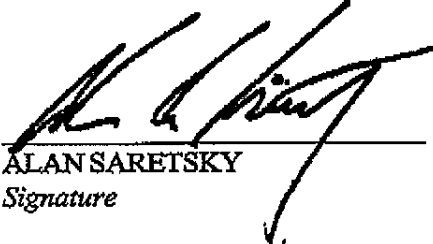
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ALAN SARETSKY
3360 SOUTH OCEAN BLVD. - SUITE 3G
PALM BEACH, FL 33480

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

11 day of DEC 19 98.


ALAN SARETSKY
Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Manhattan Capital Corp.

2. The name and address of the registered agent and office is:

ALAN SARETSKY

Name

3360 SOUTH OCEAN BLVD. - SUITE 3G

(P.O. Box or Mail Drop Box NOT Acceptable)

PALM BEACH, FL 33480

(City / State / Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


ALAN SARETSKY
Signature

11 December 1998
Date

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