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December 30, 1998.

Division of Corporations

Department of State

P. O. Box 6327

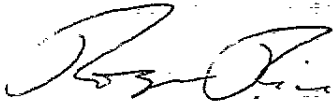
Tallahassee, FL 32314

Re: Martin Sandler Enterprises, Inc.

Dear Sirs:

Please find enclosed original Articles of Incorporation and a copy for certification and return to my office plus a check for the filing fee of \$78.75. Please file these articles as soon after January 1 as is convenient. Thank you for your attention to this matter.

Sincerely,

  
Roger Rice

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ARTICLES OF INCORPORATION  
OF  
MARTIN SANDLER ENTERPRISES, INC.

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We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Martin Sandler Enterprises, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue a maximum number of 100 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

#### ARTICLE V

The initial registered office, the principal office and mailing address in this state of the corporation is 6463 NW 23rd St., Margate, FL 33063,

and the name of the initial registered agent at such address is Martin Sandler, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

#### ARTICLE VI

The corporation shall have at least one (1) director, but the bylaws may provide for such increase in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name(s) and street address(es) of the member(s) of the first Board of Directors is as follows:

| NAME           | ADDRESS                             |
|----------------|-------------------------------------|
| Martin Sandler | 6463 NW 23rd St., Margate, FL 33063 |
| Miriam Sandler | 6463 NW 23rd St., Margate, FL 33063 |

#### ARTICLE VII

The corporation shall have a President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

#### ARTICLE VIII

The names(s) and street address(es) of the incorporator(s) of the Articles of Incorporation is as follows:

| NAME           | ADDRESS                             |
|----------------|-------------------------------------|
| Martin Sandler | 6463 NW 23rd St., Margate, FL 33063 |
| Miriam Sandler | 6463 NW 23rd St., Margate, FL 33063 |

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X

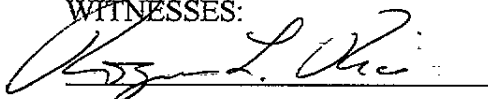
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors 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

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

DATED this 21st day of December, 1998.

WITNESSES:



Roger L. Rice



Martin Sandler, Incorporator and Registered Agent



Roger L. Rice, II



Miriam Sandler, Incorporator

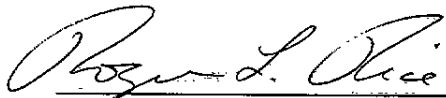
STATE OF FLORIDA  
COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared Martin Sandler & Miriam Sandler to me known to be the person(s) described as incorporator(s) and registered agent in and who executed the foregoing Articles of Incorporation and who has produced (his)(her)(their) Florida driver licenses as identification.

Witness my hand and official seal in the County and State aforesaid this 21st day of December, 1998.



Roger L. Rice  
MY COMMISSION # CC668218 EXPIRES  
September 24, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



Roger L. Rice, Notary Public, State of Florida

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