

# P99000010508

Florida Department of State  
Division of Corporations  
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**To:**

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

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

metroscapede.com, inc.

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ARTICLES OF INCORPORATION

OF

METROSCAPE.COM, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be METROSCAPE.COM, INC.

ARTICLE II

The address of the principal office of the corporation is 6269 N.W. 33rd Avenue, Boca Raton, Florida 33496 and the mailing address of the corporation is 6269 N.W. 33rd Avenue, Boca Raton, Florida 33496.

ARTICLE III

The capital stock authorized and the par value thereof shall be 10,000 shares of one class of common stock with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of the Corporation do not have any preemptive rights to acquire the corporation's unissued shares.

This instrument prepared by:

SCOTT R. WILLINGER, ESQ.  
8180 N.W. 36th Street  
Suite 100  
Miami, Florida 33166  
(305) 591-1040

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ARTICLE V

The street address of the initial registered office of this Corporation is 8180 N.W. 36th Street, Suite 100, Miami, Florida 33166. The name of the initial Registered Agent of this Corporation at that office is Scott R. Willinger.

ARTICLE VI

The name and address of the (each) incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott R. Willinger	8180 N.W. 36th Street Suite 100 Miami, FL 33166

ARTICLE VII

The number of Directors of this Corporation shall initially be four (4). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the By-Laws of the Corporation, but at no time shall there be less than one (1) Director.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan B. Gabel	6269 N.W. 33rd Avenue Boca Raton, FL 33496
JoEllen Gabel	6269 N.W. 33rd Avenue Boca Raton, FL 33496
Saul Pilnick	6269 N.W. 33rd Avenue Boca Raton, FL 33496

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Adam Cohen

6039 N.W. 32nd Avenue  
Boca Raton, FL 33496

ARTICLE VIII

The Corporation's existence shall commence upon execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true this 2 day of February, 1999.

  
SCOTT R. WILLINGER


STATE OF FLORIDA)

COUNTY OF DADE )

This foregoing instrument was acknowledged before me this 2 day of February, 1999 by Scott R. Willinger who is personally known to me.

My Commission Expires:

NOTARY PUBLIC:

Sign   
Print: Caridad Sensat  
State of Florida at Large



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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent in the foregoing Articles of Incorporation, I hereby accept the appointment of Registered Agent. I acknowledge that I am familiar with, and accept, the obligations of that position.

By: Scott Willinger  
SCOTT R. WILLINGER  
(Registered Agent)

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