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FELDMAN & ROBACK

ATTORNEYS AT LAW

3908 26TH STREET WEST • BRADENTON, FLORIDA 34205-3510 • 941/758-8888 • FAX 941/751-5556

FILED MARG H. FELDMAN
JOSEPH ROBACK

99 FEB 15 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 February 1999

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*****70.00 *****70.00

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

Re: Potomac Holdings, Inc.
F&R File No. 10328

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,



Marc H. Feldman

MHF/tlmc

2410-96 1026-99 15 25.00

cc: Jack Jawitz

P. Hall

FEB 16 1999

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is Potomac Holdings, Inc. and the address of its principal office is 3908 26th Street West, Bradenton, Florida 34205, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue 10,000 shares of common stock with a par value of one penny per share.

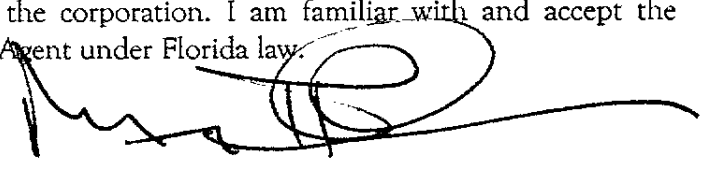
ARTICLE FIVE: REGISTERED OFFICE AND AGENT

The Registered Office of the corporation is to be in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205, and the Registered Agent at that address is Marc H. Feldman.

ARTICLE SIX: INCORPORATOR

This corporation is being formed by Marc H. Feldman, 3908 26th St W, Bradenton, FL 34205.

In Witness Whereof, I subscribe to these Articles of Incorporation on 10 February 1999 and accept my appointment as Registered Agent for the corporation. I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida law.



Marc H. Feldman

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