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Law Offices
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Maplewood Professional Center
1934 Commerce Lane, Suite 2
Jupiter, Florida 33458

Keith A. Seldin

Tel (561) 747-3000
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April 13, 1999

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

200002839092--8
-04/14/99--01069--014
****122.50 *****78.75

Re: Newmark Solutions Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above Florida corporation. Kindly file the enclosed and return conformed and certified copies of same to the undersigned at the above address indicated.

Also, enclosed herein is a check in the amount of \$122.50 for your filing fees, etc.

Thank you for your cooperation.

Very truly yours,



Keith A. Seldin

KAS/psm

enclosures

barnes/corporate/secret1.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 14 PM 5:00

4-15
AS

ARTICLES OF INCORPORATION
OF
NEWMARK SOLUTIONS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 14 PM 5:00

Article I

Name

The name of this corporation is:

NEWMARK SOLUTIONS CORPORATION

located at:

1934 Commerce Lane, Suite 2
Jupiter, Florida 33458

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue SEVENTY-FIVE HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

Article V

Registered Office and Agent

The street address of the registered office of this corporation is 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, and the name of the registered agent of this corporation at that address is KEITH A. SELDIN.

Article VI

Board of Directors

This corporation shall initially have one (1) director. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

KEITH A. SELDIN, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458.

Article VII

Incorporator

The name and address of the individual signing these Articles is: KEITH A. SELDIN, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458.

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article IX

Meetings by Conference Telephone

Meetings of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI

Indemnification

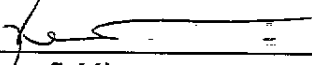
This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

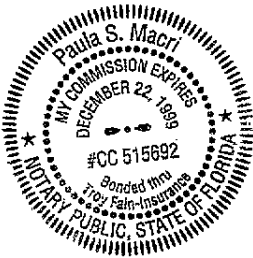
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13th day of April, 1999.



Keith A. Seldin
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of April, 1999 by
KEITH A. SELDIN who is personally known to me or has produced a Florida Driver's License
as identification and who did take an oath.



Paula S. Macri

Notary Public:


My Commission Expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.09, Florida Statutes, the following is submitted:

FIRST: That NEWMARK SOLUTIONS CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Town of Jupiter, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, has named KEITH A. SELDIN, located at 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, as its agent to accept service of process within Florida.

Signature:


Corporate Officer

Title:


Incorporator

Date:

April 13, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


Resident Agent

Date:

April 13, 1999

FILED
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