

P99000040326

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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(((H99000010616 3)))

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

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (850) 297-0217

FILED
99 MAY -4 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ER HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

11790000/0616

ARTICLES OF INCORPORATION
OF
ER HOLDINGS, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the Laws of the State of Florida.

ARTICLE ONE - NAME

The name of this corporation is ER HOLDINGS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. The primary business of this corporation shall be investment properties.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is Richard L. Rubino, Esq. The name of the initial registered agent of this corporation at this address is 1515 N. Federal Hwy, Suite 300, Boca Raton, Florida 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one(1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Elissa Masler

c/o 1515 N. Federal Hwy., Boca Raton, Fl.

Prepared by
Richard L. Rubino
1515 N. Federal Hwy. Suite 300
Boca Raton, Florida 33432
561-394-8886

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY- 4-99 TUE 11:51 AM

P. 3

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Elissa Masler, c/o 1515 N. Federal Hwy., Suite 300, Boca Raton, Florida 33432

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of May, 1999.

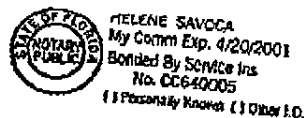
Elissa M Masler President
Incorporator

SWORN AND SUBSCRIBED before me on this *29* day of *April* 1999.

Helene Savoca
Notary Public
State of Florida

My Commission Expires:

4/20/01



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MAY- 4-99 TUE 11:51 AM

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P. 4

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designation place of business of domicile for the Service of Process within this State, naming agent upon whom Process may be served and Names and addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes. ER Holdings, Inc. a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1515 No. Federal Hwy., Suite 300, Boca Raton, Florida 33432 appoints RICHARD L. RUBINO, ESQ. as its agent to accept service of process within this state.

OFFICERS:

ELISSA MASLER
c/o 1515 No. Federal Hwy
Suite 300
Boca Raton, Florida 33432

President
Secretary
Treasurer

DIRECTORS:

Elissa Masler
c/o 1515 No. Federal Hwy
Suite 300
Boca Raton, Florida 33432

Elissa Masler President
Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers or said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Richard L. Rubino, Esq.
Resident Agent

SECRETARY OF STATE
TALLASSEE, FLORIDA

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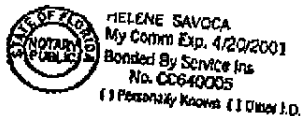
Elissa M Masler President
Incorporator

SWORN AND SUBSCRIBED before me on this *29* day of *April* 1999.

Helene Savoca
Notary Public
State of Florida

My Commission Expires:

4/20/01



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DIRECTORS:

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Richard L. Rubino Esq.
Resident Agent

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