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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ERP SOURCE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

N. CULLIGAN JUN 24 1999

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ARTICLES OF INCORPORATION

OF

ERP SOURCE, INC.

ARTICLE I
NAME

The name of this Corporation is ERP Source, Inc.

ARTICLE II
PURPOSES

This Corporation is organized to transact any and all lawful business permitted for such a corporation under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 19370 Collins Avenue, North Miami Beach, Florida 33160, and the name of the initial registered agent at that address is Ronald Kronen.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the

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Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Ronald Kronen, 19370 Collins Avenue, North Miami Beach, Florida 33160.

ARTICLE VI INCORPORATOR

The name and address of the incorporator of this Corporation is Ronald Kronen, 19370 Collins Avenue, North Miami Beach, Florida 33160.

ARTICLE VII ADDRESS

The principal office and mailing address of the corporation is 19370 Collins Avenue, North Miami Beach, Florida 33160.

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of June, 1999.


RONALD KRONEN, Incorporator

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10:04 P.M.

JUN. 24. 1999 10:00AM

BECKER & POLIAKOF

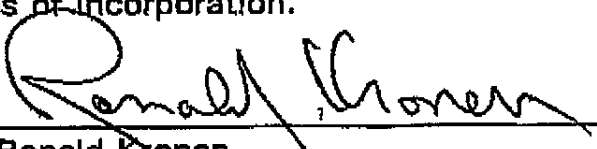
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent
contained in the foregoing Articles of Incorporation.


Ronald Kronen

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