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July 9, 1999

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing new Corporation
Gerald Berkowitz, Inc.

Dear Staff,

Enclosed please find Articles of Incorporation for the above referenced new corporation and a check for \$78.75 for the filing fee and certified copy. Please mail the certified copy to my office in the envelope enclosed. Thank you for your cooperation in this matter.

Very truly yours,



Fran R. Barrett

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is GERALD BERKOWITZ INC. whose principal place of business is 7360 South Oriole Blvd. #E-101, Delray Beach, Fl 33446.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7360 South Oriole Blvd. #E-101, Delray Beach FL 33446. And the name of the initial registered agent of this corporation is GERALD BERKOWITZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation is (are):

NAME	ADDRESS
GERALD BERKOWITZ	7360 South Oriole Blvd. #E-101 Delray Beach, Fl 33446

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
GERALD BERKOWITZ	7360 South Oriole Blvd. #E-101 Delray Beach, Fl 33446

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this *1st* day of *JULY*, 1999.

Gerald Berkowitz

Subscriber GERALD BERKOWITZ

Subscriber

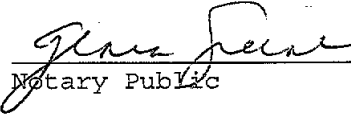
Subscriber

STATE OF FLORIDA

COUNTY OF

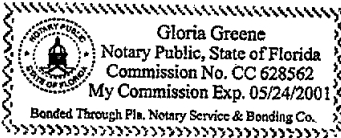
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GERALD BERKOWITZ known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this *1st* day of *JULY*, 1999.



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 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT GERALD BERKOWITZ INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DELRAY BEACH STATE OF FLORIDA, HAS NAMED GERALD BERKOWITZ LOCATED AT 7360 SOUTH ORIOLE BLVD. #E-101 DELRAY BEACH FL 33446, STATE OF FLORIDA, CITY OF DELRAY BEACH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Gerald Berkowitz*
(Corporate Officer)
GERALD BERKOWITZ

TITLE: President
DATE : 7/1/99

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TALLAHASSEE FLORIDA

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 PERFORMANCE OF MY DUTIES.

SIGNATURE *Gerald Berkowitz*
(Resident Agent)
GERALD BERKOWITZ
DATE 7/1/99