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ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1600  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555  
WORLD WIDE WEB <http://www.adorno.com>

July 26, 1999

FACSIMILE  
(305) 858-4777

**VIA FEDERAL EXPRESS**

Florida Office of Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100002943701--8  
-07/28/99--01031--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Articles of Incorporation for "Langer Investments, Inc."**

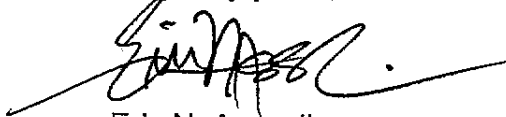
To whom it may concern:

Enclosed please find original executed Articles of Incorporation for the corporation Langer Investments, Inc. Also enclosed please find an Adorno & Zeder, P.A. Check No. in the amount of \$78.75 representing the required filing fee, including the fee for a certified copy. Please file same with your office and provide the undersigned with evidence of filing.

Should you have any questions, please contact me at (305) 860-7243.

Thank you for your anticipated cooperation in this matter.

Very truly yours,



Eric N. Assouline

Enclosure

cc: Gregory A. Martin (without enclosures)

FILED  
99 JUL 28 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 8/3/99

**ARTICLES OF INCORPORATION**

**OF**

**LANGER INVESTMENTS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

FILED  
99 JUL 28 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be **LANGER INVESTMENTS, INC.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The number of shares of stock authorized by the corporation is 1,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE IV**

The street address and mailing address of the initial principal office of the corporation shall be **2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.**

*Articles of Incorporation of LANGER INVESTMENTS, INC.*

**ARTICLE V**

The initial office of the registered agent of this corporation shall be at **2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133**. The initial registered agent at that address shall be **Gregory A. Martin**.

**ARTICLE VI**

The names and addresses of the initial director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Gregory A. Martin  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133**

**ARTICLE VII**

The name and address of the Incorporator is:

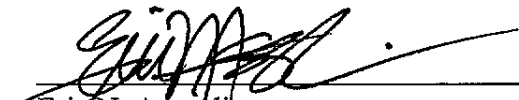
**Eric N. Assouline, Esq.  
ADORNO & ZEDER, P.A.  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133**

**ARTICLE VIII**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

*Articles of Incorporation of LANGER INVESTMENTS, INC.*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26<sup>th</sup> day of July 1999.

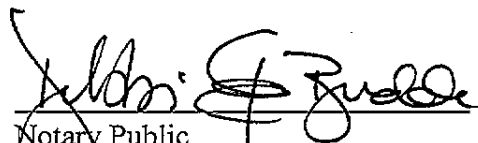
  
Eric N. Assouline  
Incorporator

STATE OF FLORIDA                     )  
  )  
COUNTY OF MIAMI-DADE         )

ss.

BEFORE ME, the undersigned authority, personally appeared Eric N. Assouline, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 26<sup>th</sup> day of July 1999.

  
Notary Public  
State of Florida

My Commission Expires:



DEBBIE GELABERT BUDDE  
My Commission CC533064  
Expires Feb. 15, 2000

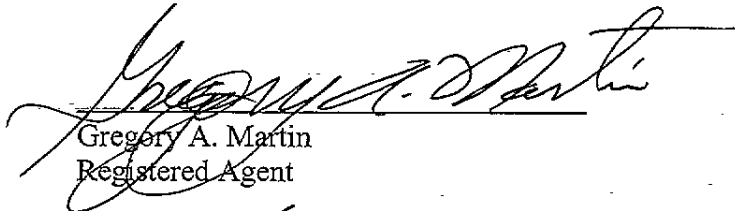
*Articles of Incorporation of LANGER INVESTMENTS, INC.*

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that Langer Investments, Inc. desiring to organize under the laws of the State of Florida, has named Gregory A. Martin, of Miami-Dade County, State of Florida as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.

  
Gregory A. Martin  
Registered Agent

DATED this 26 day of July, 1999.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA