

Edward Casoria, Jr.

Attorney at Law

2153 Lee Road, Winter Park, Florida 32789
(407) 629-9411

August 11, 1999

Division of Corporation
Department of State
Post Office Box 632
Tallahassee, Florida 32314

100002960851-9

RE: Incorporation of ERBEHG, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$70.00 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,

Edward Casoria

Edward Casoria, Jr.

EC/hb
Enclosures

16

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99 AUG 16 PM 6:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Facsimile (407) 645-3224
Email EdCasoria@abanet.org

ARTICLES OF INCORPORATION
OF
ERBEHG, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is ERBEHG, INC., and the principal office or mailing address of the corporation is 122 Sasoon Avenue, Orlando, FL 32803.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this 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 for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 122 Sasoon Avenue, Orlando, FL 32803, and the name of the initial registered agent of this corporation at that address is Russon Ghebre.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

Russon Ghebre
122 Sasoon Avenue, Orlando, FL 32803

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

Russon Ghebre
122 Sasoon Avenue, Orlando, FL 32803

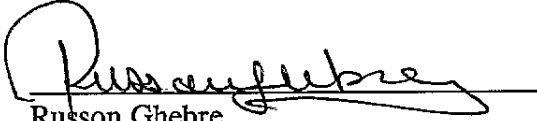
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation on the 11th day of August, 1999.

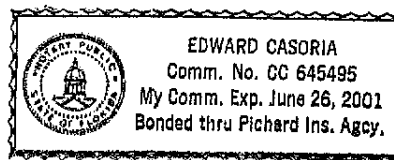

Russon Ghebre

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of August,
1999, by Russon Ghebre, who is personally known to me or who has produced KNOWN
_____ as identification.


Notary Public
My Commission Expires:



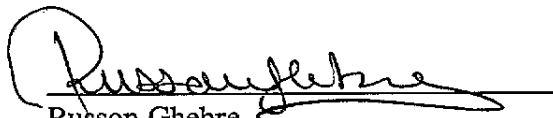
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that ERBEHG, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 122 Sasoon Avenue, Orlando, FL 32803, has named Russon Ghebre, located at 122 Sasoon Avenue, Orlando, FL 32803, as its agent to accept service of process within Florida. _

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: AUGUST 11, 1999


Russon Ghebre
Registered Agent

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TALLAHASSEE FLORIDA