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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Cohenizer, Inc.

Ladies and Gentlemen:

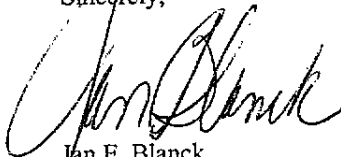
Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total	\$ 78.75
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A return Federal Express envelope is enclosed for your convenience in responding. Thank you very much for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

FILED
99 OCT -6 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Robert C. White, Jr., Esq.

MI-87982.01

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TS/10/11/99

ARTICLES OF INCORPORATION

OF

COHENIZER, INC.

The undersigned, acting as incorporator of Cohenizer, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Cohenizer, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 5728 Major Blvd., Suite 650, Orlando, Florida 32819.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

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99 OCT -6 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name

Address

Steven Cohen

5728 Major Blvd.
Suite 650
Orlando, Florida 32819

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of October, 1999.



Steven Cohen
Incorporator

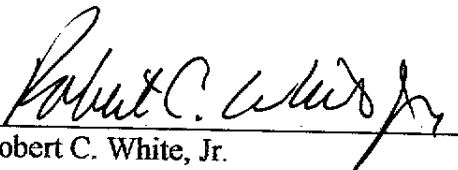
CERTIFICATE OF REGISTERED AGENT

OF

COHENIZER, INC.

Having been named to accept service of process for Cohenizer, Inc., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: October 5, 1999


Robert C. White, Jr.

FILED
99 OCT -6 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA