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**FLORIDA PROFIT CORPORATION OR P.A.**

**EIN Acquisition Corp.**

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B. McKnight OCT 27 1999

**ARTICLES OF INCORPORATION  
OF  
EIN ACQUISITION CORP.**

**Article I  
Name**

The name of the corporation is EIN ACQUISITION CORP.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business of the corporation shall be:

c/o The Diversified Group Incorporated  
950 Third Avenue, 23rd Floor  
New York New York 10022

**Article V  
Capital Stock**

The corporation is authorized to issue 1000 shares of common stock, \$.01 par value per share.

**Article VI  
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is CT Corporation System.

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**Article VII**  
**Initial Board of Directors**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one (1). The name and addresses of the director of the corporation is:

James Haber  
c/o The Diversified Group Incorporated  
950 Third Avenue, 23rd Floor  
New York, New York 10022

**Article VIII**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation is:

George A. Pincus, Esq.  
Proskauer Rose LLP  
2255 Glades Road, Suite 340W  
Boca Raton, Florida 33431

**Article IX**  
**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X**  
**Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

**Article XI**  
**Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

**Article XII**  
**Beginning of Corporate Existence**

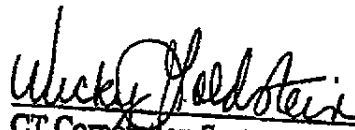
The corporate existence of the corporation shall begin on upon filing of these Articles.

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

  
\_\_\_\_\_  
George A. Pincus, Esq.,  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



CT Corporation System

Registered Agent

Dated: October 27, 1999VICKY GOLDSTEIN  
SPECIAL ASSISTANT SECRETARYFILED  
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