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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CECIL GROUP, INC.

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M. Culligan NOV 15 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 1999

EMPIRE

SUBJECT: CECIL GROUP, INC.
REF: W99000026123

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

PLEASE CORRECT THE SPELLING OF THE DIRECTOR IN ARTICLE 6.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: H99000028817
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TOTAL P.03

ARTICLES OF INCORPORATION

(2)

of CECIL GROUP, INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Cecil Group, Inc.

Article 1: Name of the Corporation: _____
Address of the Corporation: 1688 Meridian Avenue, Suite 801,
Miami Beach, FL 33139

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 7,500
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
1688 Meridian Avenue, Suite 801, Miami, Beach, FL 33139
and the name of the initial registered agent at such address is JEFFREY APPLEBAUM.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature]
Signature of Registered Agent

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. Jeffrey Applebaum, 1688 Meridian Avenue, #108, Miami Beach, FL 33139

Article 7: Corporate officers are: Jeffrey Applebaum - President, Secretary, Treasurer

Article 7: The Name and address of the incorporator is:

Jeffrey Applebaum, 1688 Meridian Avenue, #108, Miami Beach, FL 33139

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator

Prepared by: John D. O'Donnell, Esq.
3121 Ponce de Leon Blvd., #108
Coral Gables, FL 33134
Tel: 305/445-4905
Fla. Bar #138480

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