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THOMAS W. MATTHEWS  
JAMES G. OLLINTON  
KEVIN T. KUTYLA  
ANDREW K. MURRAY

**SORIANO, HENKEL, BIEHL & MATTHEWS**  
A PROFESSIONAL CORPORATION

75 EISENHOWER PARKWAY  
ROSELAND, NEW JERSEY 07068-1693

(201) 304-0111

TELECOMER (201) 304-1090

JAMES N. MANNELLO (1947-1971)  
ALLAN B. STEIN (1970-1988)

OF COUNSEL  
JACK J. SORIANO  
ALLEN J. SIMONSON  
B. HERMAN COHEN

March 14, 1996

**VIA AIRBORNE EXPRESS**

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Incorporation  
Access/Pro:Con, Inc.**

200001751722  
-03/20/96--01111--008  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 20 AM 10:26

Dear Sir/Madam:

Enclosed herewith please find an original and two copies of Certificate of Incorporation for Access/Pro:Con, Inc. Kindly file same and return a copy marked "FILED" to this office. I have enclosed a self-addressed, stamped envelope for your convenience.

In addition, enclosed please find our check in the sum of \$122.50 representing your filing fee in this matter.

Thank you for your anticipated cooperation.

Very truly yours,

*Frederick C. Biehl, III*  
Frederick C. Biehl, III

FCB:ef  
Enc.

*9/3/20/96*

**ARTICLES OF INCORPORATION**

**OF**

**ACCESS/PRO:CON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAR 20 AM 10:26

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is ACCESS/PRO:CON, INC.

**SECOND:** The address, wherever located, of the principal office of the corporation, if known, is 1320 South West 20th Street, Boca Raton, Florida 33486.

**THIRD:** The mailing address, wherever located, of the corporation is 1320 South West 20th Street, Boca Raton, Florida 33486.

**FOURTH:** The number of shares that the corporation is authorized to issue is 2,500, all of which are without par value and are of the same class and are to be Common shares.

**FIFTH:** The street address of the initial registered office of the corporation in the State of Florida is John P. Foss, 1320 South West 20th Street, Boca Raton, Florida 33486.

The name of the initial registered agent of the corporation at the said registered office is John P Foss.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**SIXTH:** The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John P. Foss	1320 South West 20th Street Boca Raton, Florida 33486

**SEVENTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purpose of any shares, bonds, securities, or obligations of the corporation which

are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

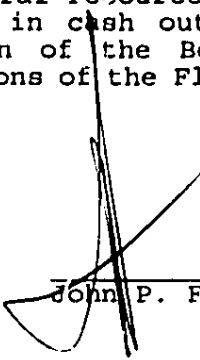
**EIGHTH:** The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**NINTH:** The duration of the corporation shall be perpetual.

**TENTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

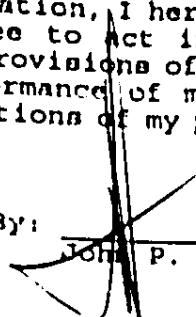
**ELEVENTH:** Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 5, 1996

  
\_\_\_\_\_  
John P. Foss, Incorporator

Having been named as registered agent and to accept service of process for the above-named 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.

By:

  
\_\_\_\_\_  
John P. Foss

Date: March 5, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 MAR 20 AM 10:26

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BECKER & POLIAKOFF, P.A.

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MIAMI  
NAPLES  
ORLANDO  
FORT CHARLOTTE  
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John A. Rosenbaum  
Kurt E. Foss  
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David E. Rosenbaum  
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Michael G. Rosenbaum  
Edward G. Rosenbaum  
John M. Rosenbaum  
John H. Rosenbaum  
John D. Rosenbaum  
Dennis A. Rosenbaum  
Richard S. Rosenbaum  
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James L. Rosenbaum  
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Michael M. Rosenbaum  
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John E. Rosenbaum  
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Richard E. Rosenbaum  
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J. David Rosenbaum  
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Ann E. Zink

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Jan Korman  
Jana Kormanova  
Wanda Jirakova

GENEVA, SWITZERLAND  
Michael K. Zisano

INDEPENDENT FLORIDA  
AVAILABLE FOR CONSULTATION  
BY APPOINTMENT

Clearlake Plaza  
500 Australian Avenue South  
9th Floor  
West Palm Beach, FL 33401  
Palm Beach (407) 655-5444  
FL Toll Free (800) 462-7783  
Facsimile (407) 832-8987

ADMINISTRATIVE OFFICES  
P.O. Box 6327  
Tallahassee, Florida  
Tallahassee, FL 32314-6327  
Telephone (904) 987-7550  
Facsimile (904) 987-7772

RECEIVED  
JUN 10 11:20  
West Palm Beach

June 7, 1996

Sandra B. Mortham  
Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ACCESS/PRO:CON, INC.  
Our Ref: A13062/47236

Dear Ms. Mortham:

Enclosed please find a fully-executed Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporation. Also, enclosed is our Firm check for payment of the filing fee for the corporation.

If you have any questions or require further information, please contact me.

Very truly yours,  
*Daniel S. Rosenbaum*  
DANIEL S. ROSENBAUM  
For the Firm

DSR/pkm  
Enclosures  
cc: John P. Foss (w/enclosures)  
87563

VS JUN 18 1996

RA Chg.

Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ACCESS/PRO:CON, INC.

1b. The mailing address of the corporation is: 370 West Camino Gardens Boulevard, Boca Raton, Florida 33486

1c. Date of incorporation: 3/20/96 Document number: P96000026329

2. The name and address of the current registered agent and office:

JOHN P. FOSS
1320 SOUTHWEST 20TH STREET
BOCA RATON, FLORIDA 33486

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

DANIEL S. ROSENBAUM, ESQUIRE, c/o BECKER & POLIAKOFF, P.A.
500 AUSTRALIAN AVENUE SOUTH, NINTH FLOOR
WEST PALM BEACH, FLORIDA 33401

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) (Date)

JOHN P. FOSS, PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

6/7/96 (Date)

If signing on behalf of an entity:

DANIEL S. ROSENBAUM, ESQUIRE (Typed or Printed Name)

REGISTERED AGENT (Capacity)