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Attorney at Law

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May 13, 1996

Of Counsel:
Michael A. Lamport*
(Board Certified Tax Lawyer)
Esther A. Zaretsky**
*Also Admitted in Pennsylvania
and District of Columbia
**Also Admitted in New York

Richard P. Zaretsky
(Board Certified Real Estate Lawyer)

William David Newman, Jr., P.A.

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

900001023839
-05/16/96--01008--006
*****122.50 *****122.50

Re: Knopf, Inc.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for the above named corporation and our check no. 1178 in the amount of \$122.50 for filing fees. Please return a certified original to our office.

Very truly yours,

RICHARD P. ZARETSKY, P.A.

Richard P. Zaretsky
Richard P. Zaretsky *by dlc*

rpz/dlc
Enclosures

RECEIVED
MAY 15 11:10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 5/22/96

ARTICLES OF INCORPORATION OF
KNOPF, INC.

FILED

96 MAY 15 AM 10:04

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is KNOPF, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To engage in the business of realty management both within and without the State of Florida, and to furnish whatever other services in relation thereto the Board of Directors deems advisable and not limited to the buying and selling of inventory, machinery, the leasing of each of the above, or any other item of trade, including securities, notes, bonds, and instruments of franchise so long as the same does not conflict with the Florida General Corporation Act.

2. To lend money to and to use it to credit to assist, its officers and employees in accordance with Florida Statute Section 607.141. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interests in, or direct or indirect obligations of the United States or of any other government,

state, territory, governmental district or municipality, or of any instrumentality thereof.

3. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Boulevard, Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Richard P. Zaretsky.

ARTICLE SIX

The street address of the corporation's principal office is:

3900 Woodlake Boulevard, Suite 204
Lake Worth, Florida 33463

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is four. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Leslie G. Knopf	3900 Woodlake Blvd., Suite 204 Lake Worth FL 33463
Ann Knopf	3900 Woodlake Blvd., Suite 204 Lake Worth FL 33463
Kyle Knopf	3900 Woodlake Blvd., Suite 204 Lake Worth FL 33463
Keith Knopf	3900 Woodlake Blvd., Suite 204 Lake Worth FL 33463

ARTICLE EIGHT

The name and address of each incorporator is:

Richard P. Zaretsky	1655 Palm Beach Lakes Blvd. Suite 900 West Palm Beach, FL 33401
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EXECUTED by the undersigned at West Palm Beach, Florida this 13 day of May 1996.



RICHARD P. ZARETSKY, Incorporator

State of Florida)
County of Palm Beach)

The foregoing instrument was acknowledged before me this 13th day of May 1996, by RICHARD P. ZARETSKY as incorporator of KNOFF INC., who is personally known to me.



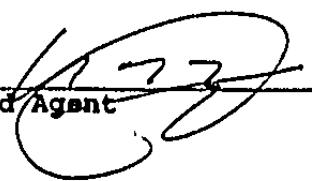
NOTARY PUBLIC

Commission Expires:



ACCEPTANCE OF DESIGNATION

I, RICHARD P. ZARETSKY, hereby accept the designation of registered agent for KNOFF, INC.


Registered Agent

FILED
95 MAY 15 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA