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8/23/96

August 23, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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-03/20/95--01005--001
*****122.50 *****122.50

RE: Brody, Cohen & Winig, P.A.

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50. It is requested that you file the enclosed Articles of Incorporation and return a Certificate of Incorporation together with a certified copy of the enclosed Articles as soon as possible.

Should you have any questions or comments concerning this matter, please do not hesitate to contact me.

Very truly yours,

Steven L. Winig

SLW:jtk
Encls.

8/29/96
JW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRODY, COHEN & WINIG, P.A.

EFFECTIVE DATE
12/31/60

Article I - Name

The name of this professional corporation is BRODY, COHEN & WINIG, P.A.

Article II - Duration

This professional corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

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Article III - Nature of Business

The general nature of business of this professional corporation shall be to render professional legal and related services by duly licensed and/or otherwise legally authorized attorneys at law. In addition to the practice of law, this professional corporation may, to the maximum extent permitted by law, engage in the following:

1. To participate in any activity or business permitted to be engaged in by professional corporations under the laws of the United States of America and the State of Florida.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of same, or any part thereof, or interest therein.
3. To apply for, purchase, or in any manner to acquire, to hold, own, use and operate, to sell or in any manner dispose of, to grant or license other rights, interests, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States of America or other countries or otherwise, and to work, operate and/or develop the same.
4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property, or for any purpose in or about the business of this professional corporation, and if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter to carry on the business of any person, firm or corporation engaged in any business which this professional corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

7. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of this professional corporation.

8. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

9. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this professional corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States of America, of any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by professional corporations under the Professional Service Corporation and Limited Liability Company Act or under any other applicable law.

10. To do all and every thing necessary, suitable or proper for the accomplishment of any of the purposes the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of this professional corporation or to enhance the value of its properties.

12. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this professional corporation, and the enjoyment and exercise thereof, as conferred by or otherwise permitted by the laws of the State of Florida upon professional corporations.

Article IV - Capital Stock

This professional corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this professional corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this professional corporation is 1601 Forum Place, Suite 404, West Palm Beach, Florida 33401, and the name of the initial registered agent of this professional corporation at that address is Robert Brody. The mailing address of this professional corporation is 1601 Forum Place, Suite 404, West Palm Beach, Florida 33401.

Article VII - Initial Board of Directors

This professional corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this professional corporation are:

Robert Brody
1601 Forum Place
Suite 404
West Palm Beach, Florida 33401

Richard S. Cohen
1601 Forum Place
Suite 404
West Palm Beach, Florida 33401

Steven L. Winig
1601 Forum Place
Suite 404
West Palm Beach, Florida 33401.

Article VIII - Incorporator

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

Robert Brody
1601 Forum Place
Suite 404
West Palm Beach, Florida 33401.

Article IX - Indemnification

This professional corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

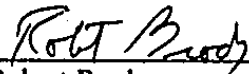
Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XI - Amendment

This professional corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of August, 1996.



Robert Brody

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23RD day of August, 1996, by Robert Brody, who is personally known to me or who produced _____

_____ as identification and who did not take
an oath.



(Notary Seal)

Joyce T. Kaufman
Notary Public

My commission expires: 9-9-99

Acceptance of Designation

The undersigned, Robert Brody, hereby accepts the designation of himself as registered agent for this professional corporation and agrees to serve in compliance with all applicable Florida Statutes.

Robert Brody
Robert Brody

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TALLAHASSEE, FLORIDA

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