

STEVE M. KETOVER
CERTIFIED PUBLIC ACCOUNTANT

3109 STERLING ROAD, SUITE 201
FORT LAUDERDALE, FLORIDA 33312

(305) 981-2277 • FAX (305) 989-5396

P97000010659

DATE

12/11/96

TO:

Ellen Weiss Assoc., Inc

ATTACHED HERETO IS - "ARTICLES OF INCORPORATION"

(X)

ORIGINAL TO BE SIGNED, DATED AND NOTORIZED.

(X)

RETAIN THE COPY FOR YOUR FILES.

400002073584--7

(X)

MAIL TO:

-01/30/97--01042--017

***122.50 ***122.50

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

(X)

PLEASE REMIT A CHECK FOR \$122.50 MADE PAYABLE TO:

"SECRETARY OF STATE"

If you have any questions, please do not hesitate to contact this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 30 PM 6:39

97 2/3/97

ARTICLES OF INCORPORATION
OF
ELLEN WEISS ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 30 PM 6:39

The undersigned incorporate to those Articles of Incorporation a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME:

The name of the corporation is:

ELLEN WEISS ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of voting common stock having a par value of One (\$1.00) Dollar per share. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE:

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent - ELLEN WEISS
17381 SPRINGTREE LANE
Registered/Corporate Office - BOCA RATON, FLORIDA 33487

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI.

BOARD OF DIRECTORS:

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time by bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII.

INITIAL DIRECTOR:

ELLEN WEISS
17381 SPRINGTREE LANE
BOCA RATON, FLORIDA 33487

Ellen Weiss
Signature

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII.

INCORPORATOR:

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

ELLEN WEISS
17381 SPRINGTREE LANE
BOCA RATON, FLORIDA 33487

ARTICLES IX.

CONFLICT OF INTEREST:

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or Directors of this Corporation are officers or Directors of the said other corporation, or by reason of the fact that one or more of the officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X.

AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the following Articles of Incorporation this 15 day of Dec, 1996.

CORPORATE NAME;

ELLEN WEISS ASSOCIATES, INC.

BY: Ellen Weiss

STATE OF FLORIDA)

COUNTY OF Palm Beach)

SS#

BEFORE ME, a Notary Public, personally appeared ELLEN WEISS the President of ELLEN WEISS ASSOCIATES, INC., to be known to be the corporation described as Incorporator and the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he or she subscribed to these Articles of Incorporation.

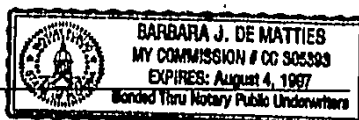
WITNESS my hand and official seal at

Boca Raton, Florida, this 17th day of December, 1997.

Barbara J. De Matties
NOTARY PUBLIC

STATE OF FLORIDA at LARGE

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 30 PM 6:39

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Sections:

That ELLEN WEISS ASSOCIATES, INC.
desiring to organize under the laws of the State of Florida has
named ELLEN WEISS as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above, stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 15 day of Dec, 19 96

Name: Ellen Weiss
ELLEN WEISS