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LAW OFFICES OF

SCOTT A. MARCUS

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February 19, 1999

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

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-02/22/99--01096--008
*****8.75 *****8.75

Re: Halpern & Associates Financial, Inc./Filing Articles of Incorporation

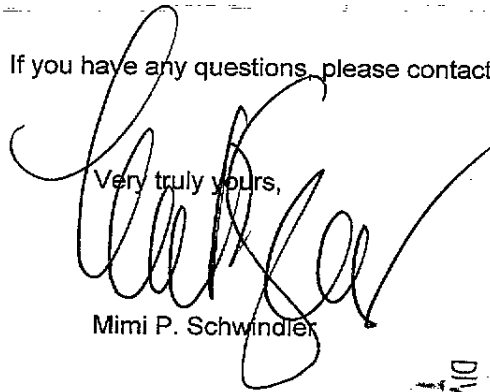
Division of Corporations:

Enclosed please find the original Articles of Incorporation for Halpern & Associates Financial, Inc. along with two checks, one in the amount of Seventy Dollars (\$70.00), the filing fee and designation of registered agent, and another check for Eight Dollars (\$8.75) and Seventy-Five Cents, the certified copy fee.

Please return a certified copy of the Articles to undersigned in the self addressed stamped envelope.

Thank you for your consideration in this matter. If you have any questions, please contact undersigned.

Very truly yours,



Mimi P. Schwindler

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HALPERN & ASSOCIATES FINANCIAL, INC.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

THE UNDERSIGNED subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is: HALPERN & ASSOCIATES FINANCIAL, INC.
(Hereinafter "Corporation").

ARTICLE II - PURPOSE

The Corporation shall engage in any activity or business permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1521 Alton Road, Suite 242, Miami Beach, Florida 33139.

ARTICLE IV - INCORPORATOR

The name and the street address of the incorporator of this corporation is:

Jill Halpern
1521 Alton Road, Suite 242
Miami Beach, Florida 33139.

ARTICLE V - OFFICERS

The Officers of the Corporation shall be:

President: Jill Halpern
Vice President: Jill Halpern
Secretary: Jill Halpern
Treasurer: Jill Halpern

whose address shall be the same as the principal office of the Corporation.

ARTICLE VI DIRECTORS

The Director(s) of the Corporation shall be:

Jill Halpern

whose address shall be the same as the principal office of the corporation.

ARTICLE VII -CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, having no par value.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director's may, in authorizing the issuance of shares of stock of any class confer any preemptive right that the Board of Director's may deem advisable in connection with such issuance.

7.3 The Board of Director's of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All the shares of stock of this Corporation may be subject to a Shareholders' Restrictive

Agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE IX - POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the persons whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in Connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - REGISTERED AGENT

The initial address of the registered office of the Corporation is The Law Offices of Scott A. Marcus located at 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida 33133. The name and address of the registered agent of this Corporation is Scott A. Marcus, Esq., 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida 33133.

XV-BY-LAWS

The Board of Directors of the corporation shall have power, without the assent or vote of its shareholders, to make, alter, amend, or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director's at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws..

XVI-EFFECTIVE DATE

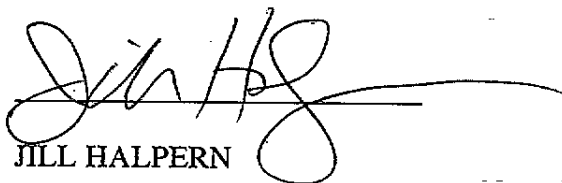
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

XVII-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and

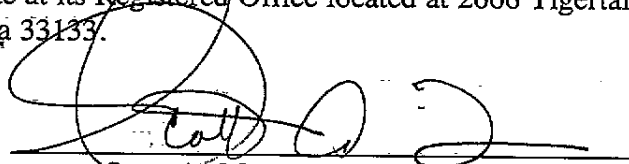
all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, have hereunto set my hand and seal at Miami, Dade County, Florida, this 18 day of February, 1999.


JILL HALPERN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of the HALPERN & ASSOCIATES FINANCIAL, INC. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida 33133.


Scott A. Marcus, Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA