

LAW OFFICES

ROBERT J. BOGDANOFF

SUITE 201B SANCTUARY CENTRE
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 912-0200
FACSIMILE (561) 447-7166

September 2, 1999

EFFECTIVE DATE
9-2-99

Florida Department of State
Division of Corporations
The Capital, Room 2001
Post Office Box 6327
Tallahassee, Florida 32314

P99000081221

Attention: New Filing Section

Re: Quattrone & Associates, Inc.

Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation of Quattrone & Associates, Inc.

Also enclosed, and attached to the articles is an original of the "Consent to Appointment As Registered Agent" form and a check in the amount of seventy and 00/100 (\$70.00) Dollars, payable to your office for the following expenses:

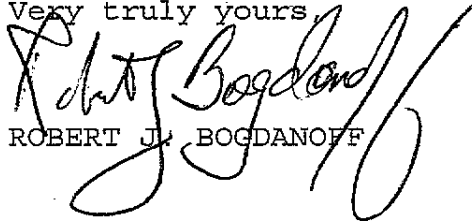
Filing fee	\$35.00
Designation and Acceptance of Registered Agent	\$35.00

Total

\$70.00
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*****70.00 *****70.00

Thank you for your prompt attention to this matter.

Very truly yours,


ROBERT J. BOGDANOFF

RJB:lmc

enclosures: Articles of Incorporation
Consent of Registered Agent
Check- \$70.00

FILED
99 SEP -7 AM 11: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CALLNON-CASE SEP 14 1999

EFFECTIVE DATE
9-2-99

ARTICLES OF INCORPORATION
OF
QUATTRONE & ASSOCIATES, INC.

FILED
99 SEP -7 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is QUATTRONE & ASSOCIATES, INC.

ARTICLE II. GOVERNING LAW

This corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III. DURATION

The period of its duration is perpetual, commencing on the date of execution and acknowledgment of these articles on September 2, 1999.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value stock.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is Suite 201 B Sanctuary Centre, 4800 North Federal Highway, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is ROBERT J. BOGDANOFF, Esq. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Michael J. Quattrone	1198 Hillsboro Mile, #118 Hillsboro Beach, Florida 33062

ARTICLE VIII. INCORPORATORS

The name and address of the persons signing these articles are:

NAME	ADDRESS
Michael J. Quattrone	1198 Hillsboro Mile, #118 Hillsboro Beach, Florida 33062

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. RESTRICTION ON THE TRANSFER OF STOCK

The shares of capital stock of this corporation held by any shareholder may not be resold, pledged, hypothecated, mortgaged, or otherwise transferred to other persons or entities unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

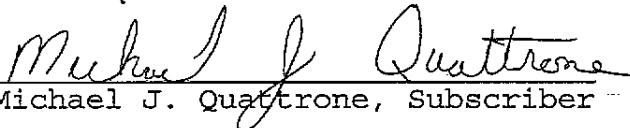
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. CORPORATE MAILING ADDRESS

The initial principal office of the corporation is: 1198 Hillsboro Mile, #118, Hillsboro Beach, Florida 33062, and, the mailing address of the corporation is: 1198 Hillsboro Mile, #118, Hillsboro Beach, Florida 33062.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 2nd day of September, 1998.


Michael J. Quattrone, Subscriber

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Florida Department of State
Division of Corporations
The Capital, Room 2001
Post Office Box
Tallahassee, Florida 32301

I, ROBERT J. BOGDANOFF, do hereby consent to serve as
registered agent for the corporation: Quattrone & Associates, Inc.

This 2nd day of September, 1999.


ROBERT J. BOGDANOFF

Address of registered agent:

Suite 201B Sanctuary Centre
4800 North Federal Highway
Boca Raton, Florida 33431

FILED
99 SEP -7 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA