

P96000052228

1201 HAYS STREET
TAMM MASSACHUSETTS 01907
(617) 222-0000
(617) 222-0000 FAX

800 342-5466



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 992677 4312767

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1996

ORDER TIME : 10:05 AM

900001867539

ORDER NO. : 992677

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.
KLINE MOORE & KLEIN

Grand Bay Plaza, #903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 PM 1:15

DOMESTIC FILING

NAME: GENE PALUMBO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
95 JUN 19 AM 11:33
DIVISION OF CORPORATIONS
JLW/19/96

ARTICLES OF INCORPORATION

96 JUN 19 PM 1:15

OF

GENE PALUMBO, INC.

I.

The name and address of this corporation are: GENE PALUMBO, INC., c/o Gene Palumbo, 1500 Bay Road, Suite 938, Miami Beach, Florida 33139.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

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

V.

The street address of the initial registered office of this corporation is: 1500 Bay Road, Suite 938, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is: GENE PALUMBO.

VI.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation shall be:

GENE PALUMBO
1500 Bay Road
Suite 938
Miami Beach, Florida 33139

VII.

The name and address of the incorporator shall be:

GENE PALUMBO
1500 Bay Road
Suite 938
Miami Beach, Florida 33139

VIII.

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

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

X.

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

XI.

This 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, these Articles of Incorporation have been executed this 14th day of June, 1996.


GENE PALUMBO

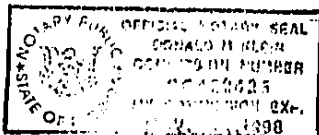
STATE OF FLORIDA)


SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared GENE PALUMBO, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of June, 1996.




NOTARY PUBLIC, State of Florida

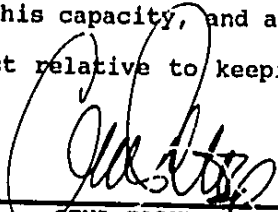
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First that GENE PALUMBO, INC., desiring to organize under the
laws of the State of Florida, with its registered office, as
indicated in Articles of Incorporation has named GENE PALUMBO,
located at 1500 Bay Road, Suite 938, Miami Beach, Florida 33139, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, the
undersigned hereby accepts to act in this capacity, and agrees to
comply with the provisions of said Act relative to keeping open
said office.



GENE PALUMBO

FILED
DIVISION OF CORPORATIONS
56 JUN 19 PM 1:15