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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

December 23, 1999

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800003081258--2
-12/28/99-01007-009
*****78.75 *****78.75

Re: LEIBOWITZ FAMILY INVESTMENTS, INC.


Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$78.75 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7072 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Michael C. Gerson

FILED
1999 DEC 28 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

BC 1/10

**ARTICLES OF INCORPORATION
OF
LEIBOWITZ FAMILY INVESTMENTS, INC.**

FILED
1999 DEC 28 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Leibowitz Family Investments, Inc. (the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

AUTHORIZED SHARES

Section 1. The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 100 shares of Class A Common Voting Stock, having a par value of \$.01;
- B) 9,900 shares of Class B Common Non-Voting Stock, having a par value of \$.01.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights

whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have two directors initially. The name and address of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office, is:

Jerry Leibowitz
6202 Royal Poinciana Lane
Tamarac, Florida 33319

Matthew Leibowitz
1 S.E. 3rd Avenue
Suite 1450
Miami, Florida 33131

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

Leibowitz Family Investments, Inc.
6202 Poinciana Lane
Tamarac, Florida 33319

Executed at Miami, Florida this 21 day of December, 1999.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: _____

Justin T. Wilson
Justin T. Wilson

Secretary and Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Leibowitz Family Investments, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 27 day of December, 1999.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson
Secretary and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA