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February 17, 2000

Via Overnight Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Fredric B. Burns, Corp..

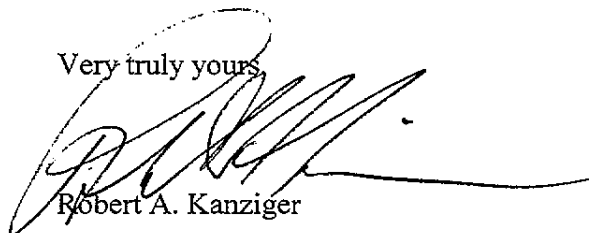
Gentlemen:

Enclosed you will find the original Articles of Incorporation along with a copy for filing this new corporation. Please provide back a certified copy to undersigned counsel.

In addition, enclosed you will find my check in the amount of \$78.75, for purposes of filing fee, registered agents fee and certified copy fee.

Thank you for your cooperation and if you have any questions, please do not hesitate to contact me.

Very truly yours,


Robert A. Kanziger

RAK/il
Enclosures

cc: Fred Burns

FILED
FEB 18 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA
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*****78.75 *****78.75

S. Thompson FEB 23 2000

**ARTICLES OF INCORPORATION
OF
FREDRIC B. BURNS, CORP.**

FILED
00 FEB 18 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATION NAME.

The name of the corporation is: Fredric B. Burns, Corp.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

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:

Robert A. Kanziger, Esquire
9130 S. Dadeland Boulevard, Suite 1705
Miami, Florida 33156

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

ARTICLE VI. CORPORATION BUSINESS ADDRESS.

The initial corporate business address shall be:

6129 S.W. 70th Street, 2nd Floor
South Miami, Florida 33143

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director 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.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Fredric B. Burns
P.O. Box 432810
Miami, Florida 33243-2810

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.


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

Robert A. Kanziger, Esquire
9130 S. Dadeland Blvd., Suite 1705
Miami, Florida 33156

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 stockholders and approved at a stockholders' meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

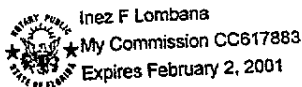
IN WITNESS WHEREOF, the incorporator has signed his name to the foregoing Articles of Incorporation this 17 day of February, 2000.


ROBERT A. KANZIGER,
Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT A. KANZIGER, who after first being duly cautioned and sworn, deposes and says that he subscribed the foregoing Articles of Incorporation as the incorporator freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 17 day of February, 2000.




NOTARY PUBLIC,
State of Florida at Large

HAVING BEEN NAMED to accept service of process for the above-stated corporation at 6129 S.W. 70th Street, 2nd Floor, South Miami, FL 33143. I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Robert A. Kanziger, Esquire,
Registered Agent