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LESSER & HARRISON

STANLEY C. LESSER*
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*NY & FL BARS
**NY & NJ BARS
***NY & MA BARS

May 3, 2000

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

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-05/05/00--01090--024
****157.50 *****78.75

re: Berger Management, Inc.
and Simco Mgt., Inc.

Dear Sir/Madame:

Enclosed please find the following with respect to the above
referenced corporations:

1. Articles of Incorporation;
2. Agent Acceptance Form;
3. Check made payable to the Secretary of State
in the amount of \$157.50 each, representing the
filing fee, fee for Certificate of Status and
Certified copies for each of the above referenced
Corporations.

Please file the Corporations and return a stamped copy to this
office.

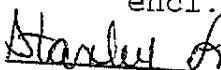
Thank you for your assistance in this matter.

Yours truly,


Stanley C. Lesser

FILED
2000 MAY -5 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCL/tf
encl.:


GAVE
AUTHORIZATION BY PHONE TO
CORRECT I
DATE 5-9-00
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2000 MAY -5 PM 12: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SIMCO MGT., INC.

I.

The name of this Corporation is: SIMCO MGT., INC., 501
Brickell Key Drive, Suite 103, Miami, FL 33131.

II.

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

III.

This corporation is organized for the following purposes: --
For the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue One Hundred (100)
shares no par value common stock.

V.

The street address of the initial registered office of this
corporation is 501 Brickell Key Drive, Miami, Florida 33131, and
the name of the initial registered agent of this corporation at
that address is SHERMAN SIMON.

VI.

This corporation shall have two (2) directors 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 directors of this corporation shall be:

SHERMAN SIMON
9999 Collins Avenue
Bal Harbour, FL 33154

PAUL SIMON
9999 Collins Avenue
Bal Harbour, FL 33154

VII.

The name and address of the person signing these articles is:

STANLEY C. LESSER, ESQ.
Lesser & Harrison
Two West 45th Street
New York, New York 10036

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 27th day of April, 2000.



STATE OF NEW YORK)

SS.:

COUNTY OF NEW YORK)

On April 27, 2000, before me, the undersigned, personally appeared STANLEY C. LESSER personally known to me to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

ITA ANN McEVOY
Notary Public, State of New York
No. 01MC5030319
Qualified in Westchester County
Commission Expires July 11, 2002

Ita Ann McEvoy
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROECSS 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 Simco Mgt., Inc. desiring to organize under the
laws of the State of Florida, with its registered office, as
indicated in the Articles of Incorporation at City of Miami,
County of Dade, has named Sherman Simon, located at 501 Brickell
Key Drive, City of Miami, County of Dade, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
state corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said officer.

By: Sherman Simon
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY -5 PM 12:33

FILED