

LAW OFFICES
MARTIN R. MALLINGER, P.A.

COMPSON FINANCIAL CENTER - SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON FL 33432-2704

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MARTIN R. MALLINGER

May 18, 2000

VIA UPS NEXT DAY AIR

Florida Secretary of State
Division of Corporations
ATTN: NEW FILINGS SECTION
409 East Gaines Street
Tallahassee FL 32301

RE: PRAGER FINANCIAL, INC.

FILED
00 MAY 19 AM 9:52
TALLAHASSEE, FLORIDA

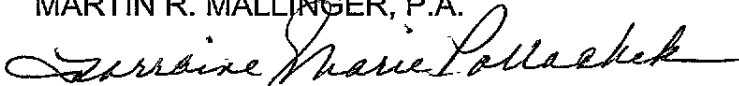
Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation for Prager Financial, Inc. and our check in the amount of \$78.75. Please process the enclosures at your earliest convenience and return a certified copy of the filed Articles to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.



Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/imp
Encl.
(PRAGERFINANCIAL/1285.000/SECYST01)

100003258921--9
-05/19/00--01034--006
*****78.75 *****78.75

C.C. 5-25-00

ARTICLES OF INCORPORATION

OF

PRAGER FINANCIAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

FILED
00 MAY 19 AM 9:52
TALLAHASSEE, FLORIDA

ARTICLES I. NAME

The name of the corporation shall be PRAGER FINANCIAL, INC. The principal place of business of the corporation shall be 21849 Cypress Palm Court, Boca Raton, FL 33428.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have initially one (1) director. The names and street addresses of the initial members of the Board of Directors are:

KAREN PRAGER
21849 Cypress Palm Court
Boca Raton FL 33428

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

KAREN PRAGER
President/Secretary
21849 Cypress Palm Court
Boca Raton FL 33428

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of MAY, 2000.


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 18th day of May, 2000.

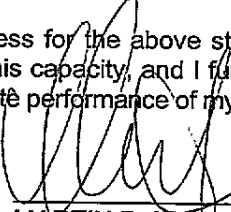

NAME: LORRAINE MARIE POLLACHEK
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES: _____



Lorraine Marie Pollachek
Commission # CC 932632
Expires April 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


MARTIN R. MALLINGER
REGISTERED AGENT
DATE: MAY 18, 2000