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LAW OFFICE OF
BERNARD D. CANARICK, P.A.
SUITE 280
2 SOUTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

BERNARD D. CANARICK, Esquire

(954) 475-3155
(954) 424-1093 Facsimile

May 25, 2000

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

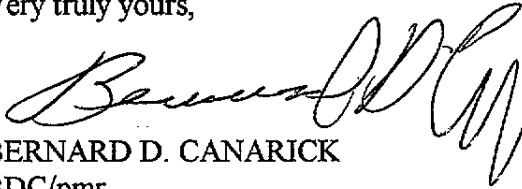
RE: EFFRAT & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed please find the original plus one (1) copy of the Articles of Incorporation with reference to the above entity together with my check in the amount of \$70.00. Please return a conformed copy of the Articles to the undersigned.

Thank you for your prompt and courteous response.

Very truly yours,



BERNARD D. CANARICK
BDC/pmr
Enclosures

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00 JUN - 1 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 12 2000

ARTICLES OF INCORPORATION

OF

EFFRAT & ASSOCIATES, INC.

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00 JUN -1 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is: EFFRAT & ASSOCIATES, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:
10600 London Street
Cooper City, Florida 33026

ARTICLE III. 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 IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be: 2 South University Drive, Suite 280, Plantation, Florida 33324, and the initial Registered Agent of this Corporation is, Bernard D. Canarick, Esquire who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the Registered Office to any other

address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have Two (2) directors, 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 DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Carol Effrat, 10600 London Street, Cooper City, Florida 33026

Albert Effrat, 10600 London Street, Cooper City, Florida 33026

The person(s) named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator are: Carol Effrat, 10600 London Street, Cooper City, Florida 33026.

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 at 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.

ARTICLE XI. INDEMNIFICATION.


This Corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24th day of May, 2000.

Carol Effrat
CAROL EFFRAT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared CAROL EFFRAT, who is/are known to be the person(s) described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 24th day of May, 2000 said signator having produced FLA DRIVER'S LICENSE as proper identification.

Bernard D. Canarick
Notary Public, State of Florida
at Large
 BERNARD CANARICK
COMMISSION # CC 712121
EXPIRES JAN 29, 2002
BONDED THROUGH
ATLANTIC BONDING CO., INC.

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this 24th day of May, 2000.

Bernard D. Canarick
BERNARD D. CANARICK

FILED
00 JUN - 1 AM 9:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE