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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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July 14, 2000

VIA FEDERAL EXPRESS #8185 1597 0126

State of Florida
Attn: Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500003327425--4
-07/19/00--01025--002
***125.00 ***125.00

Re: **BUCKWALD CORP.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of Articles of Incorporation of BUCKWALD CORP. and Certificate Designating Place of Business or Domicile for Service of Process within the State of Florida Naming Agent Upon Whom Process May Be Served, for filing.

Also enclosed is a check from our firm payable to the Florida Department of State in the amount of \$125.00, for the filing fee of \$100.00 and the Registered Agent fee of \$25.00

Please file the original documents immediately and date-stamp and return the copies to the undersigned in the self-addressed stamped envelope provided. Please provide the undersigned with acknowledgment of filing via facsimile as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

BELSON & LEWIS


Steven A. Belson

SAB:ne

Encls.

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FILED
00 JUL 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 21 2000

**ARTICLES OF INCORPORATION
OF
BUCKWALD CORP.**

FILED
00 JUL 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be BUCKWALD CORP.

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 7111 Cutter Court, Parkland, Florida 33067-2397.

Prepared by:
Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

Steven A. Belson, Esq.
Belson & Lewis
Bank of America Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Steven A. Belson, Esq.
Belson & Lewis
Bank of America Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VIII - SUB-CHAPTER S-ELECTION

It is the intention of this Corporation to be treated as an electing small business corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the 1986 Internal Revenue Code and the Regulations issued thereunder, as amended.

ARTICLE IX - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.


ARTICLE XI - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

14th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
day of July, 2000.



STEVEN A. BELSON, ESQ., Incorporator

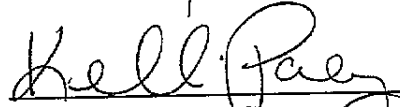
STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON, ESQ., as Incorporator, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 14th day of July, 2000.



Kelli Paez
Commission # CC 925899
Expires April 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC
Print Name: Kelli Paez
Comm. Exp.: _____
Comm. No.: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

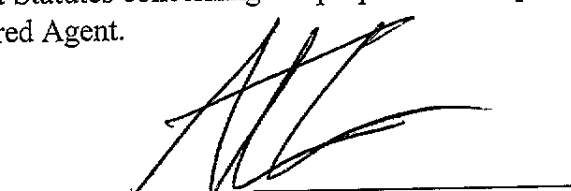
The following is submitted as required under Section 48.091, Florida Statutes:

That BUCKWALD CORP. desiring to organize under the laws of the State of Florida, with its principal place of business at 7111 Cutter Court, Parkland, Florida 33067-2397, has named Steven A. Belson, Esq., 2000 Glades Road, Suite 306, Boca Raton, Florida 33431, as the Corporation's Registered Agent to accept service of process within the State of Florida.

That the undersigned, having been named to accept service of process for the Corporation named above, at the place designated in this certificate, hereby agrees to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of the undersigned's duties as Registered Agent.

Date: _____

7/14/00



STEVEN A. BELSON, ESQ.
Registered Agent

FILED
00 JUL 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA