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54 S.W. BOCA RATON BOULEVARD

BOCA RATON, FL 33432-4708

EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
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MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

September 7, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 SEP 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: CENTURY MANAGEMENT OF BOCA RATON, INC. - Filing Articles of
Incorporation

Dear Sir/Madam:

8000003388958--7--
-09/11/00--01135--012
*****78.75 *****78.75

Enclosed please find our law firm's check in the amount of \$78.75 to file the enclosed original Articles of Incorporation for CENTURY MANAGEMENT OF BOCA RATON, INC. Also enclosed is a self-addressed, stamped envelope for returning the Articles.

Thank you for your attention to this matter, as time is of the essence.

Please call the undersigned at (561) 361-9600 should you have any questions.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman
Claudia Liberman, Legal Assistant

/cll
Enclosures

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9-12

ARTICLES OF INCORPORATION
OF
CENTURY MANAGEMENT OF BOCA RATON, INC.

FILED
00 SEP 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is
CENTURY MANAGEMENT OF BOCA RATON, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a business consulting and management company.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 174 Coconut Palm Road, Boca Raton, Florida. The initial registered agent of this corporation is Edward B. Cohen, Esq., Schwartz, Gold, Cohen, et al., 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. Additional Directors may be added from time to time upon the affirmative vote of a majority of Directors, to a maximum of nine (9) Directors. The name and address of the initial Director of this corporation is:

J. Steven Simoni

174 Coconut Palm Road
Boca Raton, Florida

ARTICLE VII

AMENDMENT

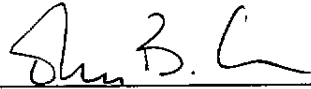
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

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

Edward B. Cohen, Esq.
c/o Schwartz, Gold, Cohen et al.
54 S.W. Boca Raton Boulevard
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 7th day of September, 2000.


EDWARD B. COHEN

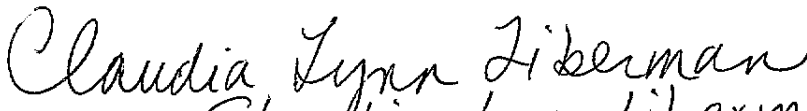
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 7th day of September, 2000, by Edward B.

Cohen, who is personally known to me (or who has produced
_____ as identification) and who did take an oath.

(SEAL)


Print Name: Claudia Lynn Liberman
Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
CLAUDIA LYNN LIBERMAN
COMMISSION # CC828936
EXPIRES 7/30/2003
BONDED THRU ASA 1-888-NOTARY1


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS 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 CENTURY MANAGEMENT OF BOCA RATON, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named Edward B. Cohen, Esq., c/o Schwartz, Gold, Cohen, et al., 54 S.W. Boca Raton, Florida 33432 its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



EDWARD B. COHEN, ESQ.
(Registered Agent)

FILED
00 SEP 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA