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C. J. WAHRMAN III, J.D., LL.M.

December 7, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
The Capital, 22nd Floor
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Our File No. 14930-55622
Gertrude Grossman, Inc.
The Grossman Family Limited Partnership

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-12/08/00--01114--001
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are executed originals and duplicate originals of the following:

1. Articles of Incorporation for Gertrude Grossman, Inc., together with check No. 1664 in the amount of \$78.75 representing the filing fee, the cost of a certified copy and the fee for a registered agent designation.
2. Certificate of Limited Partnership for The Grossman Family Limited Partnership, together with check No. 1665 in the amount of \$1,837.50 representing the filing fee, the cost of a certified copy and the fee for a registered agent designation.

Once the Articles of Incorporation and Certificate of Limited Partnership have been filed, please return a certified copy of each document to this office in the enclosed pre-addressed stamped envelope. If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

C. J. Wahrman III

C. J. Wahrman III

CJW/rk
Enclosures
cc: Jeffrey B. Grossman
Randee Braslow

FILED
00 DEC -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 14 2000

ARTICLES OF INCORPORATION

OF

**GERTRUDE GROSSMAN, INC.
a Florida Corporation**

FILED

00 DEC -8 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is GERTRUDE GROSSMAN, INC. and the principal place of business is 10579 Boca Woods Lane, Boca Raton, Florida 33428. The mailing address of the Corporation is c/o English, McCaughan & O'Bryan, P.A., 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10579 Boca Woods Lane, Boca Raton, Florida 33428, and the name of the initial Registered Agent of the Corporation at that address is Gertrude Grossman.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first Annual Meeting of Shareholders and the successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Gertrude Grossman	10579 Boca Woods Lane Boca Raton, Florida 33428
Jeffrey B. Grossman	7 Garry Drive Chappaqua, NY 10514
Randee Braslow	269 Barwynne Lane Wynnewood, PA 19096

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

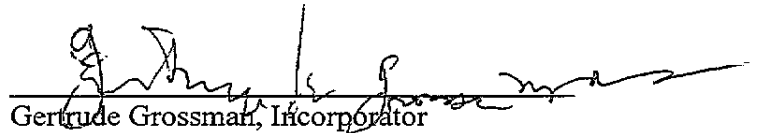
<u>Name</u>	<u>Address</u>
Gertrude Grossman	10579 Boca Woods Lane Boca Raton, Florida 33428

ARTICLE VII

AMENDMENTS

The Board of Directors of the Corporation may propose amendments to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for in the Florida Business Corporation Act.

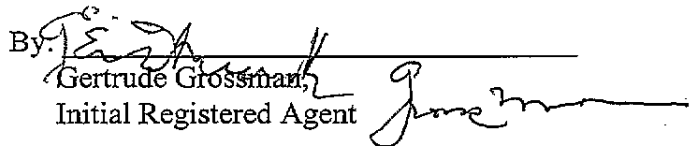
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of December, 2000.


Gertrude Grossman, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for GERTRUDE GROSSMAN, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: December 7, 2000

By: 
Gertrude Grossman,
Initial Registered Agent