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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****DERECKTOR OF FLORIDA OP, INC.**

Certificate of Status	0
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Page Count	03
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**ARTICLES OF INCORPORATION
OF
DERECKTOR OF FLORIDA OP, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is

Derecktor of Florida OP, Inc.

SECOND: The principal place of business and mailing address of this corporation shall be 775 Taylor Lane, Dania, FL, 33004.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be incorporated under the FBCA.

FOURTH: The Corporation shall have perpetual existence.

FIFTH: The name and address of the initial registered agent is NRAI Services, Inc., 526 East Park Avenue, Tallahassee, FL, 32301.

SIXTH: The total number of shares of capital stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock, \$.001 par value ("Common Stock").

Holders of shares of Common Stock shall be entitled to cast one vote for each share held at all stockholders' meetings for all purposes, including the election of directors. The Common Stock shall not have cumulative voting rights.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for consideration other than money, or by way of dividend.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

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EIGHTH: The Board of Directors shall have the power to authorize an issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

NINTH: No director shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit. If the FBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the FBCA, as amended. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

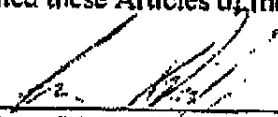
TENTH: The Corporation shall indemnify, to the fullest extent permitted under the FBCA, as amended from time to time, each person that the FBCA grants the Corporation the power to indemnify.

ELEVENTH: The name and mailing address of the incorporator to these Articles of Incorporation is Evan M. Dreilinger, c/o Ellenoff Grossman Schole & Cyruli, LLP, 370 Lexington Avenue, New York, New York 10017.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of August, 2001.


Evan M. Dreifinger, Sole Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these 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 all statutes 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.

NRAI SERVICES, INC.

By: 

Date: 8-27-01

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