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LAW OFFICES OF
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6100 WEST ATLANTIC BOULEVARD
MARGATE, FLORIDA 33063

ELIOT M. BADER, P.A.
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November 12, 2001

SATELLITE OFFICES:
DELRAY BEACH
FORT LAUDERDALE
FORT PIERCE
HOLLYWOOD
JUPITER/JUNO BEACH
NORTH MIAMI BEACH
WEST PALM BEACH

REPLY TO: MARGATE

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

500004683635--4
-11/15/01--01044--001
*****70.00 *****70.00

re: BRIAN H. ADLER, P.A.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the enclosed self-addressed stamped envelope.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee
35.00 Certificate Designating Registered Agent

Very truly yours,

BRIAN H. ADLER

BHA/
Enclosures

FILED
01 NOV 15 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

BRIAN H. ADLER, P.A.

FILED
01 NOV 15 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: BRIAN H. ADLER, P.A.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The specific purpose for which this Corporation is formed is the Practice of Law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is: 6100 W. Atlantic Boulevard, Margate, Florida 33063.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are: Brian H. Adler, Esquire, 6100 W. Atlantic Boulevard, Margate, Florida 33063.

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is: Brian H. Adler, Esquire, 6100 W. Atlantic Boulevard, Margate, Florida 33063.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

BRIAN H. ADLER, ESQUIRE
6100 W. Atlantic Boulevard
Margate, Florida 33063

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 12 day of November 2001.

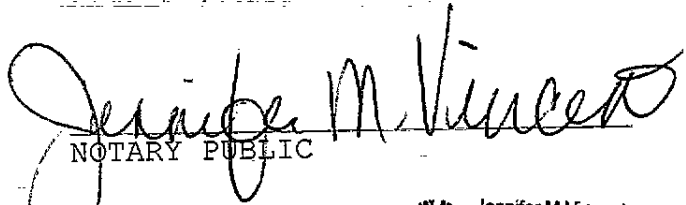
BRIAN H. ADLER, Subscriber

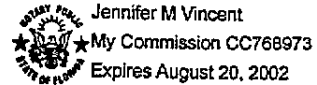
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, this 12th day of November 2001, personally

appeared BRIAN H. ADLER, who is personally known to me or who has
produced _____ as identification and is the person
described in the foregoing Articles of Incorporation of BRIAN H. ADLER,
P.A. and he acknowledged before me that he executed the same for the
purposes therein expressed.

My Commission Expires:


NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
01 NOV 15 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

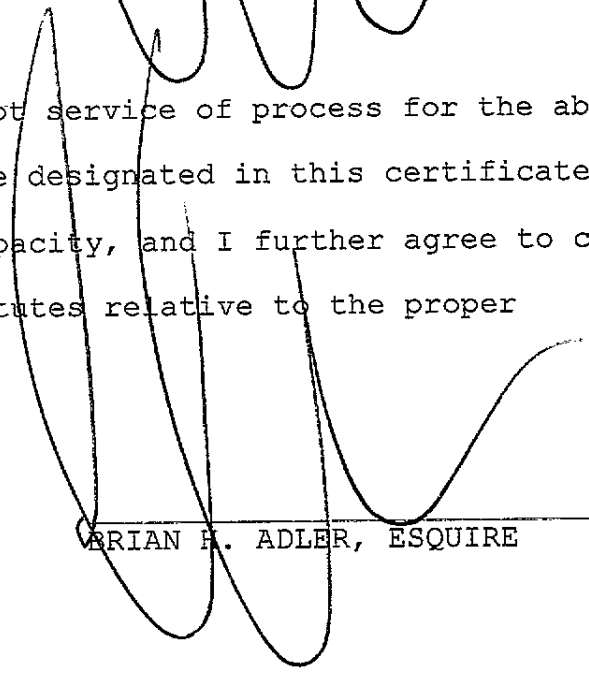
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that BRIAN H. ADLER, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6100 W. Atlantic Boulevard, Margate, Florida 33063, has named Brian H. Adler, Esquire, 6100 W. Atlantic Boulevard, Margate, Florida 33063 as its agent to accept service of process within Florida.

Dated: 11/12/01


BRIAN H. ADLER, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


BRIAN H. ADLER, ESQUIRE