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ZWICK, FRIEDMAN & GOLDBAUM, P.A.

The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

(407) 395-5511
FAX (407) 368-9274

Andrew R. Friedman

January 3, 1995

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***122.50 ***122.50

Mr. Steve Godfrey
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Reference: Corporate Financial Consulting Group, Inc.

Dear Mr. Godfrey:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above captioned corporation and our check in the amount of \$122.50 to cover the cost associated with same.

Once the enclosed is processed, kindly return one stamped copy to the undersigned via Federal Express for afternoon delivery. Our Federal Express number is 1053-1024-2.

If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,


Andrew R. Friedman

ARF/kp
Enclosures

SDS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CORPORATE FINANCIAL CONSULTING GROUP, INC.

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CORPORATE FINANCIAL CONSULTING GROUP, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

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ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at 10646 Boca Woods Lane, Boca Raton, FL 33428. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation is Irv Yacht, 10646 Boca Woods Lane, Boca Raton, FL 33428.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this Corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Irv Yacht	10646 Boca Woods Lane Boca Raton, FL 33428
Charles D. Steinberg	1008 Thomas Road Norristown, PA 19401

ARTICLE IX

The names and post office addresses of the officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Irv Yacht Chief Executive Officer/ Asst. Secretary/Treasurer	10646 Boca Woods Lane Boca Raton, FL 33428
Charles D. Steinberg President/Secretary	1008 Thomas Road Norristown, PA 19401

ARTICLE X

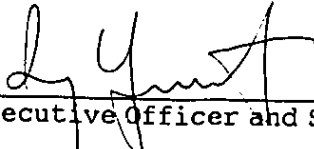
The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Irv Yacht	10646 Boca Woods Lane Boca Raton, FL 33428

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 3rd day of January, 1995.

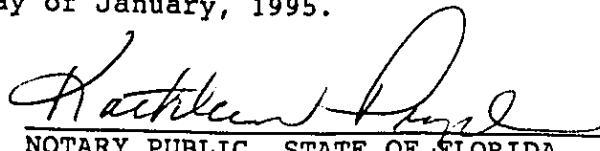


 Chief Executive Officer and Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Irv Yacht, personally known to me and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of CORPORATE FINANCIAL CONSULTING GROUP, INC. and who is described in said Certificate as the incorporator of said Corporation, and he acknowledged before me under oath that he executed the same for the purposes herein expressed.

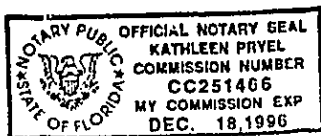
WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 3rd day of January, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

Personally known
 Produced identification
Type of identification

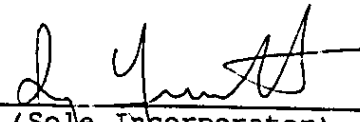
My Commission Expires:



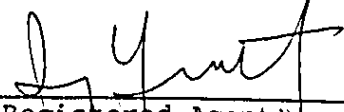
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT CORPORATE FINANCIAL CONSULTING GROUP, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED IRV YACHT, 10646 BOCA WOODS
LANE, BOCA RATON, FL 33428, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Sole Incorporator)
TITLE Sole Incorporator
DATE 1/3/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Registered Agent)
DATE 1/3/95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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