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PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

December 19, 1994

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

STATE OF FLORIDA
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

RE: Articles of Incorporation
The Counting House, Inc.

Dear Sir/Madam:

We have prepared and enclose herein, an original and one (1) copy of the Articles of Incorporation of The Counting House, Inc. Additionally, please find our firm's check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) made payable to the Secretary of State representing your fee for filing said Articles.

Kindly file the enclosed Articles and return a certified copy of said Articles of Incorporation to our Hollywood offices.

If you have any questions with regard to the above, please do not hesitate to contact our offices.

Respectfully submitted,

Les S. Kushner
LES S. KUSHNER
For the Firm

LSK:nh
Enclosures

65 JUN 19 AM 11:50

STATE OF FLORIDA
DIVISION OF CORPORATIONS

Handwritten notes and stamps, including "JCF" and "6-11-94".



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 23, 1994

LES S. KUSHNER, ESQ.
3230 STIRLING RD.
HOLLYWOOD, FL 33021

SUBJECT: THE COUNTING HOUSE, INC.
Ref. Number: W94000027202

We have received your document for THE COUNTING HOUSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 094A00054263

ARTICLES OF INCORPORATION
OF
THE COUNTING HOUSE OF SOUTH FLORIDA, INC.

RECORDED
INDEXED
JAN 19 11:51 AM '56

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I - NAME

The name of this corporation is The Counting House of South Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3000 East Sunrise Boulevard, Suite 1106
Fort Lauderdale, Florida 33304

ARTICLE III
NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under Florida law.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3000 East Sunrise Boulevard, Suite 1106, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this corporation at that address is Iris Glasgow.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting of stockholders and her successors shall have been duly elected and qualified, or until her 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 By-Laws of the Corporation. The name and address of the Director is:

Iris Glasgow
3000 East Sunrise Boulevard, Suite 1106
Fort Lauderdale, Florida 33304

ARTICLE VIII
INCORPORATOR

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

Iris Glasgow
3000 East Sunrise Boulevard, Suite 1106
Fort Lauderdale, Florida 33304

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation on the date of signing.

Dated: 12/30, 1994



Iris Glasgow
President

CERTIFICATE DESIGNATION 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:

That The Counting House of South Florida, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Fort Lauderdale, State of Florida, has named IRIS GLASGOW, 3000 East Sunrise Boulevard, Suite 1106, City of Fort Lauderdale, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE _____
TITLE _____
DATE _____

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 _____
DATE _____

95 JAN 10 AM 11:50
FILED
CLERK OF COURT
CITY OF FORT LAUDERDALE