

LAW OFFICES
LOUIS H. SCHIFF
8842 NORTH GUNVERBURY DRIVE
TALLAHASSEE, FLORIDA 32304

FILED
55 JAN -9 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(305) 721 7300

LOUIS H. SCHIFF
JOHN B. HOWMAN

P95000003020
January 4, 1995

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Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Articles of Incorporation
of The Management Alliance, Inc.

Dear Gentlemen:

Enclosed are the originals and one photocopy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is this firm's trust account check in the amount of One Hundred Twenty-Two Dollars (\$122.50) and 50/100 each, representing payment for the following:

Filing Fee-----
Certified Copy Fee-----
Registered Agent Fee-----

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy of each to the undersigned in the enclosed stamped, self-addressed envelope.

Thank you for your time and consideration in this matter.

Very truly yours,

LOUIS H. SCHIFF

JAN 12 1995 BSB

LHS/ac
Enclosures
cc: Mr. Marshall N. Willner

ARTICLES OF INCORPORATION
THE MANAGEMENT ALLIANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

This name of this corporation is THE MANAGEMENT ALLIANCE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "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 pro-rata 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 8142 North University Drive, Tamarac, Florida 33321, and the name of the initial registered agent of this corporation at that address is LOUIS H. SCHIFF.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

MARSHALL N. WILLNER, 8581 West McNab Road, Tamarac, Florida
ROCHELLE A. WILLNER, 8581 West McNab Road, Tamarac, Florida

ARTICLE VIII - INCORPORATORS

The names and addresses of each person signing these Articles are:

MARSHALL N. WILLNER, 8581 West McNab Road, Tamarac, Florida
ROCHELLE A. WILLNER, 8581 West McNab Road, Tamarac, Florida

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 subscriber has executed these Articles of Incorporation this 4 day of January, 1995.

Marshall N. Willner
MARSHALL N. WILLNER
Rochelle A. Willner
ROCHELLE A. WILLNER

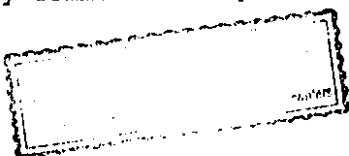
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARSHALL N. WILLNER and ROCHELLE A. WILLNER, known personally by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4 day of January, 1995.

Dee Cleary
Notary Public, State of Florida at Large

My commission expires:



FILED

95 JAN -9 AM 9:02

SECRETARY OF STATE
TAMARAC, FLORIDA

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

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

FIRST--THAT THE MANAGEMENT ALLIANCE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8581 West McNab
Road, Tamarac, Florida, HAS NAMED LOUIS H. SCHIFF, AS RESIDENT
AGENT, LOCATED AT 8142 North University Drive, Tamarac, Florida
33321, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Marshall N. Willner

(CORPORATE OFFICER)
MARSHALL N. WILLNER

TITLE PRESIDENT

DATE January 4, 1995

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
PERFORMANCE OF MY DUTIES.

SIGNATURE

Louis H. Schiff
(RESIDENT AGENT)
LOUIS H. SCHIFF

DATE January 4, 1995