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DAVID H. ROSNER, PRESIDENT
STEVEN H. SIMON
SAMUEL R. DANZIGER
JEROME C. LEVENSTEIN
DONALD SIMON
L. A. BERNIS
GEORGE THOMAS GREEN
TERESA I. BAGARIN

OF COUNSEL
RONNIE L. ROSNER
BOARD CERTIFIED TAX LAWYER

ROSNER & SIMON
PROFESSIONAL ASSOCIATION
21 SOUTHEAST FIRST AVENUE
10th FLOOR
MIAMI, FLORIDA 33131
TELEPHONE: DADE (305) 358-7100
BROWARD (305) 523-7200
FAX # (305) 358-9415

FORT LAUDERDALE OFFICE:
LITIGATION BUILDING, SUITE 204
633 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: BROWARD (305) 467-0680

HOLLYWOOD OFFICE:
6067 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33024
TELEPHONE (305) 985-4235

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VIA FEDERAL EXPRESS

January 30, 1995

Secretary of State
State of Florida
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ROSNER & SIMON, P.A.

Dear Sir:

I enclose herewith self-explanatory documents for filing as follows:

1. Articles of Dissolution for Rosner & Simon, P.A.
2. Consent To Use of Name
3. Articles of Incorporation for Rosner & Simon, P.A.
(2 copies)

I also enclose herewith a check for a \$35.00 filing of the Articles of Dissolution and \$122.50 for the filing of Articles of Incorporation. Please return a file stamped copy of the Rosner & Simon, P.A. Articles of Incorporation, with a Certificate of Good Standing, by using the enclosed return Federal Express supplies.

Sincerely yours,

SAMUEL R. DANZIGER

SRD/nr
cc: Donald Simon

FILED
95 FEB -1 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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55 JUN 21 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDWARD ROSNER
STEVEN R. SIMON
SAMUEL H. DANZIGER
JEROME C. LEVINSKY
DONALD SIMON
L. A. M. HINS
GEORGE THOMAS GHELEN
TERESA L. BAGASER

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HOLLYWOOD OFFICE:
6067 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33024
TELEPHONE (305) 965-4235

February 2, 1995

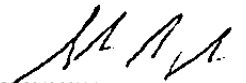
Secretary of State
State of Florida
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Consent to use of Name of Rosner & Simon, P.A.
Corporation No. K63370

Dear Sir:

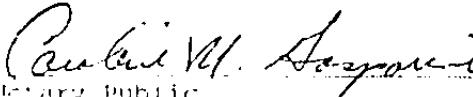
The undersigned is President and sole shareholder of the captioned corporation. By this letter the undersigned does hereby request the Division of Corporation to forthwith release any administrative hold whatsoever over the ability of any other corporation to utilize the corporate name of Rosner & Simon, P.A.; and the undersigned does expressly consent to the utilization of the said name by a new corporation to be known as Rosner & Simon, P.A. and to be incorporated on this instant date by Donald Simon, as incorporator.

Sincerely yours,


STEVEN R. SIMON

SRD/nr
cc: Donald Simon

SWORN TO AND SUBSCRIBED before me
this 2nd day of February, 1995.


Notary Public
State of Florida at Large

My Commission Expires: **NOTARY PUBLIC STATE OF FLORIDA**
MY COMMISSION EXPIRES AUG. 3, 1995
BONDED \$100,000 GENERAL INS. LIMIT

Handwritten note: 1/20/95 Prob

ARTICLES OF INCORPORATION
OF

ROSNER & SIMON, P.A.

ARTICLE I - NAME

The name of the corporation is: ROSNER & SIMON, P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States, specifically the practice of law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of fifty (\$.50) cents par value common stock which shall be designated "common shares".

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 21 S.E. First Avenue, 10th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation and his address is: DONALD SIMON, 21 Southeast First Avenue, Miami, Florida 33131.

ARTICLE VI - INITIAL
BOARD OF DIRECTORS

This corporation shall have no director initially. The business of the corporation shall be named by the stockholders.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: DONALD SIMON, 21 Southeast First Avenue, 10th Floor, Miami, Florida 33131.

FILED
FEB - 1 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation on this 26th day of January, 1995.

DONALD SIMON

STATE OF FLORIDA :
) SS.
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, _____, to me well known to be the person who executed the foregoing Articles of Incorporation of _____ and acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida on this 30th day of January, 1995.

SWORN TO AND SUBSCRIBED before me
this 20th day of January, 1995.

NOTARY PUBLIC

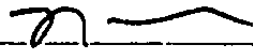
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES AUG. 5, 1995
BONDED THROUGH GENERAL INS. UND.

CERTIFICATE OF 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, ROSNER & SIMON, P.A. is organized and qualified
under the laws of the State of Florida, with its principal place of
business at 21 Southeast First Avenue, 10th Floor, Miami, Florida
33131 has named Donald Simon, located at 21 Southeast First Avenue,
10th Floor, Miami, Florida 33131 as its Agent to accept Service of
Process within Florida.

SIGNATURE 
DONALD SIMON

TITLE President

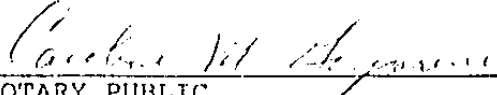
DATE 1-30-95

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 
DONALD SIMON

DATE 1-30-95

SWORN TO AND SUBSCRIBED before me
this 30th day of January, 1995.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG. 3, 1995
BONDED THRU GENERAL INS. CO. OF FLA.