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JOSEPH S. KARP, P.A.
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JOSEPH S. KARP*

*ALSO MEMBER OF
NEW YORK BAR ASSOCIATION

OF COUNSEL:

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February 21, 1995

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

Re: Breines & Karp, Inc. - Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation for Breines & Karp, Inc. as well as a check in the amount of \$122.50 to cover the filing fee.

Once the Articles have been filed, please return one conformed copy of same to my office.
Thank you.

Very truly yours,

JOSEPH S. KARP

JSK:tcd

Enclosures

800001413558
-02/23/95--01061--017
\$122.50 **\$122.50

FILED
FEB 23 PM 4:00
TALLAHASSEE, FL

2/23/95
P95-15350

**ARTICLES OF INCORPORATION
OF
BREINES & KARP, INC.**

FILED
1995 FEB 23 PM 4:01
TALLAHASSEE

I, the undersigned, do hereby file these Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Florida, including particularly, Chapter 607, Florida Statutes, and for that purpose, I do hereby certify, declare and set forth as follows, to wit:

ARTICLE I - NAME

The name of this corporation is **BREINES & KARP, INC.**

The address of the principal office of this corporation shall be 3300 PGA Boulevard, Suite 550, Palm Beach Gardens, Florida 33410, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3300 PGA Boulevard, Suite 550, Palm Beach, Florida 33410, and the name of the initial registered agent of the corporation at that address is Joseph S. Karp.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Paul Breines	3300 PGA Boulevard, Suite 550
Pres./Sec.	Palm Beach Gardens, FL 33410

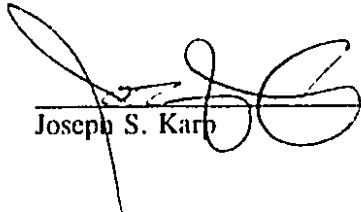
Joseph S. Karp	3300 PGA Boulevard, Suite 550
V. Pres./Treas.	Palm Beach Gardens, FL 33410

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph S. Karp	3300 PGA Boulevard, Suite 550
	Palm Beach Gardens, FL 33410

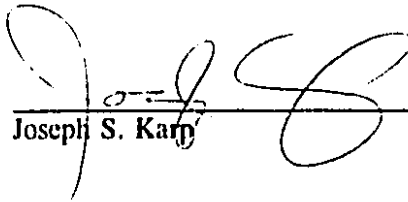
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this 21st day of February, 1995.



Joseph S. Karp

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Joseph S. Karp, having a street address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Joseph S. Karp

FILED
1995 FEB 23 PM 4:01
TALLAHASSEE, FLORIDA