

**LAW OFFICES OF
POSESS & WALSER, P.A.**

305 HERACLES WAY, SUITE 201
CORNER OF PALM FIVE PARK & POWERLINE RD.
BOCA RATON, FLORIDA 33433
(407) 992-4100
Telexcopier (407) 992-4122
Palm Beach (407) 732-7700
Broward (407) 429-1000

REAL ESTATE DEPARTMENT
CHARLES F. POSSESS
DOUGLAS R. NEU
MONA S. WEISS
GISELE L. ASSMAR

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER
ET. M. Estate Planning
CARYN L. CLAYMAN

P95000017133

February 27, 1995

File No. C95002

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
FEB 28 1995
BUREAU OF CORPORATE RECORDS
TALLAHASSEE, FLORIDA

RE: Incorporation of BUSINESS ADVICE, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$70.00
Certified Copy	\$30.00
Registered Agent Designation	\$22.50
Total	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Charles F. Possess
Charles F. Possess

CFP/mmww
Enclosures

3/2/95
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ARTICLES OF INCORPORATION
OF
BUSINESS ADVICE, INC.

FILED
1955 FEB 23 11 9 55

ARTICLE I. NAME

The name of the corporation is BUSINESS ADVICE, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16885D Isle of Palms Drive, Delray Beach, Florida 33484 and the name of the initial registered agent of this corporation at that address is Judith S. Glaser.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

JUDITH S. GLASER
16885D Isle of Palms Drive
Delray Beach, FL 33484

RISA GLASER
16885D Isle of Palms Drive
Delray Beach, FL 33484

JODI GLASER
16885D Isle of Palms Drive
Delray Beach, FL 33484

ADAM GLASER
16885D Isle of Palms Drive
Delray Beach, FL 33484

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JUDITH S. GLASER
16885D Isle of Palms Drive
Delray Beach, FL 33484

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 16885D Isle of Palms Drive, Delray Beach, Florida. The mailing address of the corporation shall be 16885D Isle of Palms Drive, Delray Beach, FL 33484.

ARTICLE IX. BY-LAWS

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

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, 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 February 27, 1995.

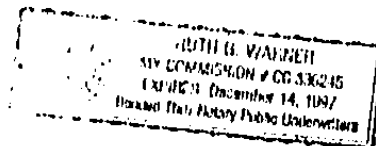
Judith S. Glaser
JUDITH S. GLASER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of February, 1995 by JUDITH S. GLASER an Incorporator of BUSINESS ADVICE, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced NEW YORK DRIVER'S LICENSE (type of identification) as identification and did not take an oath.

Ruth G. Warner
Notary Public, State of Florida
Name: Ruth G. Warner

My commission expires:

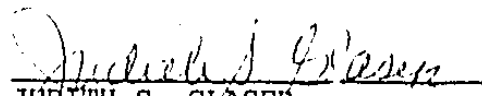


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That BUSINESS AD ICE, INC., desiring to organize under the
laws of the State of Florida as indicated in the Articles of
Incorporation, has named JUDITH S. GLASER located at 6885D Isle
of Palms Drive, Delray Beach, FL 33484, as its agent to accept
service of process within the State of Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open this office.


JUDITH S. GLASER
Registered Agent

1985 FEB 28 PM 9:55

FILED