

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

CSO networks

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MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 552890 10316A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

11/11/95 14:20:00
03/03/95-11/10/95 016
****122.50 ****122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 552890

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

DOMESTIC FILING

P95000017789

NAME: BEHNKE & ASSOCIATION, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

TM
3-6-95
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TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

BEHNKE & ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is

BEHNKE & ASSOCIATES, INC.
6565 TAFT STREET, SUITE 104
HOLLYWOOD, FL. 33024

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - 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 VI - PREEMPTIVE 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 150 South Pine Island Road, Suite 105-B, Plantation, Florida 33324 and the name of the initial registered

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agent of this corporation at that address is Lee D. Glassman.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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. The name and address of the initial director of this corporation is:

Fred Behnke	6565 Taft St. Suite 104, Hollywood, Fl. 33024
Stewart Meltzer	" "
Mark Intracaso	" "

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Lee D. Glassman, Esq., 150 S. Pine Island Road., Suite 105-B, Plantation, Fl. 33324.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Fred Behnke	100
Stewart Meltzer	100
Mark Intracaso	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Fred Behnke	6565 Taft St. Suite 104, Hollywood, Fl. 33024	
Stewart Meltzer	"	"
Mark Intracaso	"	"

ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

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

ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribed has
executed these articles of incorporation, this 24th day of
February, 1995.

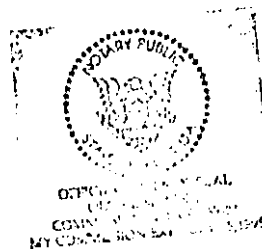
LEE D. GLASSMAN, ESQ.
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
24th day of February, 1995, by Lee D. Glassman, who has produced
Florida driver's license, who executed the foregoing Article of
Incorporation and who acknowledged before me that he executed those
Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this
24th day of February, 1995.

LEE D. GLASSMAN
NAME: LEE D. GLASSMAN
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE NAMING OFFICERS UPON WHOM PROCESS
MAY BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS

The following is submitted, in compliance with Chapter
48.091 Florida Statutes: BEHNKE & ASSOCIATES, INC., a corporation
organized (or organizing) under the laws of the State of Florida
with its principal office at 6565 TAFT STREET, SUITE 104,
HOLLYWOOD, FLORIDA 33024, has named Lee D. Glassman, Esq., located
at 150 South Pine Island Road, Suite 105-B, Plantation, Florida
33324 as its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
FRED BEHNKE	PRESIDENT	6565 TAFT ST., SUITE 104 HOLLYWOOD, FL. 33024
STEWART MELTZER	VICE-PRESIDENT	" "
MARK INTRACASO	TREASURER/SCTY.	" "

DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
FRED BEHNKE	Same as Above
STEWART MELTZER	Same as Above
MARK INTRACASO	Same as Above

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by Law.

Filing Fee: \$12 .50

LEE D. GLASSMAN, ESQ.
Incorporator