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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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MARSHALL J. COOPER, P.A., OF COUNSEL

March 7, 1995

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200001424742
-03/08/95--01091--017
*****70.00 *****70.00

Re: Incorporation of BUSINESS TO BUSINESS BROWARD, INC.
Our file No.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

BUSINESS TO BUSINESS BROWARD, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed Federal Express Bill and envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Mark S. Mucci
Mark S. Mucci,
For the Firm

MSM/lsh
Enclosures

5025

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
50 MAR -8 PM 2:02

ARTICLES OF INCORPORATION
OF
BUSINESS TO BUSINESS BROWARD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 H.R. - 8 PM 2:02

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is BUSINESS TO BUSINESS BROWARD, INC. whose principal place of business is 2929 E. Commercial Blvd., Fort Lauderdale, Florida.

ARTICLE II - DURATION

The duration of the Corporation is perpetual unless dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles.

ARTICLE III - PURPOSE

BUSINESS TO BUSINESS BROWARD, INC. is to be formed exclusively for the purpose of offering business referrals without pecuniary gain or profit, incidental, or otherwise, to its members. Its purpose shall be solely to establish a business referral network.

ARTICLE IV

The qualifications for members and the manner of their admission are stated in the Bylaws of the Corporation.

ARTICLE V

The street address of the initial Registered Office of the Corporation is BENSON, MOYLE & CHAMBERS, One Financial Plaza, Suite 1600, Fort Lauderdale, Florida, and the name of its initial

Registered Agent at that address is MARK S. MUCCI, ESQUIRE.

ARTICLE VI

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than two. The name and address of each initial Director of the Corporation is as follows:

President: CHRISTOPHER J. PAOLELLA
2929 E. Commercial Blvd.
Fort Lauderdale, Florida

Sec./Treas.: Allen E. Laufer
2101 W. Commercial Blvd.
Fort Lauderdale, Florida

ARTICLE VII

The name and address of the Incorporator is as follows:

MARK S. MUCCI, ESQUIRE
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The Corporation is organized under a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organization which themselves are exempt as organizations described in sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE X

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

ACKNOWLEDGMENT OF REGISTERED AGENT


MARK S. MUCCI, REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

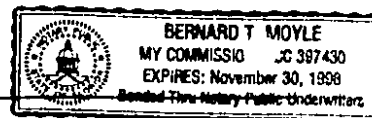
BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI, personally known to me and who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1989) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

WITNESS my hand and official seal this 30 day of March, 1995.


Notary Public, State of Florida at Large

(SEAL)

My commission expires: _____



amendments thereto.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on this 3 day of March, 1995.

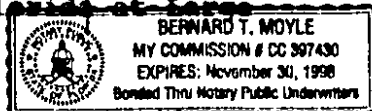
W. Mucci
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me personally appeared MARK S. MUCCI, ESQ., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of March, 1995.

Bernard T. Moyle
Notary Public, State of Florida



(SEAL)

My commission expires: _____