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BLAXBERG, GRAYSON, & SINGER

PROFESSIONAL CORPORATION
SUITE 330, INDIANAPOLIS BUILDING
28 NORTH BAY AVENUE
MIAMI, FLORIDA 33131-1606

TELEPHONE: (305) 381-7070
FAX: (305) 371-6816

1 NANCY HENDRICKS
DIRECTOR (305) 381-7070 Ext. 300

March 8, 1995

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Second & Third, Inc.
Our File 842-1

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

| | |
|------------------------------|-----------------|
| Filing Fees | \$35.00 |
| Certified Copies | \$52.50 |
| Registered Agent Designation | \$35.00 |
| Certificate of Good Standing | \$ 8.75 |
| TOTAL | \$131.25 |

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

I. Barry Blaxberg

cc: Rafael Kapustin
Enclosures
CORP1.MTO/YBB/rk 24819

Per Barry:
Change RA in
Article 4.

NANCY HENDRICKS MAR 22 1995

ARTICLES OF INCORPORATION OF
SECOND & THIRD, INC.

FILED

95 MAR 20 11 06 AM

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: SECOND & THIRD,
INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business
permitted under the laws of the United States and the State of
Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One
Thousand (1,000) shares of common stock having a par value of One
Dollars (\$1.00) per share. The consideration to be paid for each
share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered
Office in the State of Florida shall be: ~~Rafael Kapustin~~, 25 S.E.,
2nd Avenue, Suite 730, Miami, Florida 33131. I. BARRY BLAXBERG

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 25 SE 2nd
Avenue, Suite 750, Miami, Florida 33131.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time
by By-Laws adopted by the Stockholders. However, the Corporation
shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of
the Corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| I. Barry Blaxberg | 25 S.E. 2nd Avenue, Suite 730 Miami, Florida 33131 |

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

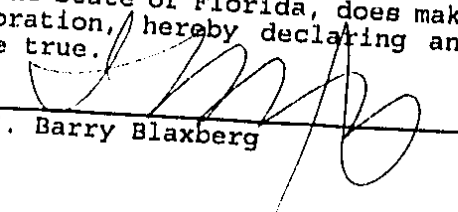
ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator
I. Barry Blaxberg

Address
25 S.E. 2nd Avenue,
Suite 730
Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


I. Barry Blaxberg

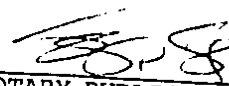
STATE OF FLORIDA :
COUNTY OF DADE : SS

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXBERG who is personally known to me or who has produced ~~as identification~~ and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

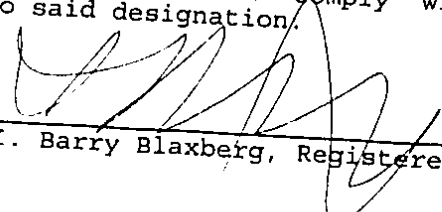
WITNESS my hand and seal in the State and County aforesaid, this 17 day of March, 1995.



SEYMOUR N. SINGER
Comm. No. CC 415282
My Comm. Exp. Dec. 12, 1998
Bonded thru Picard Ins. Agcy.


NOTARY PUBLIC, State of Florida
Print Name: SEYMOUR N. SINGER
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


I. Barry Blaxberg, Registered Agent