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FISCHLER & FRIEDMAN, P.A.

ATTORNEYS AT LAW
116 SOUTHEAST SIXTH COURT
FORT LAUDERDALE, FLORIDA 33301

MICHAEL A. FISCHLER*
CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
HOWARD S. FRIEDMAN*

* ALSO MEMBER FEDERAL BAR

April 5, 1995

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SS-MFR-7 APR 10 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: SJF AND ASSOCIATES, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles Of Incorporation for SJF AND ASSOCIATES, INC., together with this firm's check, in the amount of \$122.50, to defray filing fees for same.

Please return, as soon as possible, a certified copy to the undersigned in the self-addressed envelope enclosed.

Sincerely,

FISCHLER & FRIEDMAN, P.A.


MICHAEL A. FISCHLER

MAF:ftm

Enclosures

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ARTICLES OF INCORPORATION

OF

SJF AND ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:22

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: SJF AND ASSOCIATES, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

**REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Sena A. Frank
10674 153rd Court, North
Jupiter, Florida 33376

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have a minimum of one (1) Director.

ARTICLE VII

INITIAL DIRECTOR

The names and addresses of the initial Directors of this Corporation are:

Sena A. Frank
10674 153rd Court, North
Jupiter, Florida 33478

Jerry D. Frank
10674 153rd Court, North
Jupiter, Florida 33478

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Sena A. Frank, and her address is 10674

153rd Court, North, Jupiter, Florida 33478.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on April 3, 1995.

Sena A. Frank
SENA A FRANK, Incorporator

STATE OF FLORIDA

COUNTY OF Palm Beach SS:

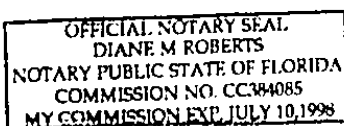
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Sena A. Frank who is personally known to me (or, who produced FD-362-781-49, 788 as identification) to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of April, 1995.

Diane M. Roberts
Notary Public

Diane M. Roberts
Printed Name of Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:22

SJF AND ASSOCIATES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 10674 153rd Court, North, Jupiter, Florida 33478, has named Sena A. Frank, whose address is 10674 153rd Court, North, Jupiter, Florida 33478, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


SENA A. FRANK