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LAW OFFICES
JOSHUA S. GALITZER
PROFESSIONAL ASSOCIATION
17101 N.E. 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162
TELEPHONE: (305) 953-3535
TELEFAX: (305) 953-0757

RECEIVED
MAY 15 1995
TALLAHASSEE, FLORIDA

JOSHUA S. GALITZER
ADMITTED TO PRACTICE
IN FLORIDA AND NEW YORK

April 19, 1995

Charter Section
Secretary of State
State of Florida
The Capital
Tallahassee, Florida 32304

100001468981
-05/01/95--01033--009
*****70.00 *****70.00

Re: Articles of Incorporation
GOLDMAN & ASSOCIATES, INC.

Gentlemen:

We are enclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish me with a receipted copy thereof.

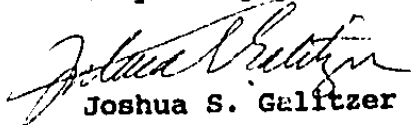
Also enclosed is our check in the amount of \$ 70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00

Total \$ 70.00

Thank you for your cooperation.

Very truly yours,


Joshua S. Galitzer

JSG/srb
Enclosure

5/5
W95-9438



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1995

JOSHUA S. GALITZER, ESQ.
17101 NE 6TH AVE.
N. MIAMI BEACH, FL 33162

SUBJECT: GOLDMAN & ASSOCIATES, INC.
Ref. Number: W95000009438

We have received your document for **GOLDMAN & ASSOCIATES, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 995A00021705

ARTICLES OF INCORPORATION
OF
J. GOLDMAN & ASSOCIATES, INC.

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

J. GOLDMAN & ASSOCIATES, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to

subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o JOSHUA S. GALITZER
17101 N.E. 6th Avenue
North Miami Beach, Florida 33162

and the name of the initial registered agent at such address is:

JOSHUA S. GALITZER

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

1101 N.E. 169th Terrace
North Miami Beach, Florida 33162

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The names and addresses of the members of the first Board of Directors are:

Gerald Goldman
1101 N.E. 169th Terrace
North Miami Beach, FL 33162

Judith Goldman
1101 N.E. 169th Terrace
North Miami Beach, FL 33162

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the

corporation's bylaws.

ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

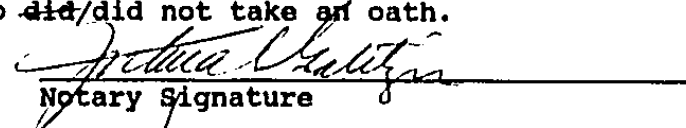
NAME	ADDRESS
Jerald Goldman	1101 N.E. 169th Terrace North Miami Beach, Florida 33162

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of J. GOLDMAN & ASSOCIATES, INC., and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 10 day of May, 1995.


JERALD GOLDMAN

STATE OF FLORIDA)
COUNTY OF DADE)SS

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of May, 1995 by JERALD GOLDMAN, who is personally known to me or who has produced _____ as identification, and who ~~did~~/did not take an oath.


Notary Signature

JOSHUA S. GALILEE
Printed Notary Name
Notary Public, State of Florida
My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

OF

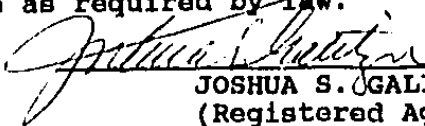
J. GOLDMAN & ASSOCIATES, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

J. GOLDMAN & ASSOCIATES, INC., a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of North Miami Beach, Dade County, has named JOSHUA S. GALITZER, located at 17101 N.E. 6th Avenue, City of North Miami Beach, Dade County, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.



JOSHUA S. GALITZER
(Registered Agent)