

Daniel J. Weinberg

Certified Public Accountant

MEMBER
American Institute of C.P.A.'s
New York State Society of C.P.A.'s
Florida Institute of C.P.A.'s

95000042329

May 23, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
95 MAY 31 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: DANIEL J. WEINBERG, P.A.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to:

DANIEL J. WEINBERG, P.A.
c/o Daniel J. Weinberg, CPA
23123 State Road 7, Suite 301
Boca Raton, FL 33428

800001499818
-05/25/95--01073--012
*****70.00 *****70.00

Very truly yours,

Daniel J. Weinberg
Daniel J. Weinberg
Certified Public Accountant

DJW/bz
ENC.

MAY 31 1995

ARTICLES OF INCORPORATION

OF

DANIEL J. WEINBERG, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

DANIEL J. WEINBERG, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

23123 STATE ROAD 7, SUITE #301
BOCA RATON, FL 33428

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DANIEL J. WEINBERG
23123 STATE RD. 7, SUITE #301
BOCA RATON, FL 33428

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

DANIEL J. WEINBERG
23123 STATE RD. 7, SUITE #301
BOCA RATON, FL 33428

The undersigned has(have) executed these Articles of Incorporation this 23rd day of May, 1995.

DANIEL J. WEINBERG

ARTICLE VI - PURPOSE

Business Purpose: TO PROVIDE BOOKKEEPING, ACCOUNTING & TAX
SERVICES TO BUSINESSES AND TO THE GENERAL
PUBLIC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

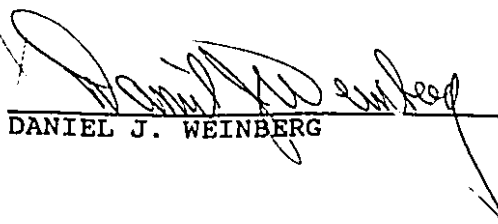
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

DANIEL J. WEINBERG, P.A.

2. The name and address of the registered agent and office is:

DANIEL J. WEINBERG
23123 STATE ROAD 7, SUITE #301
BOCA RATON, FL 33428

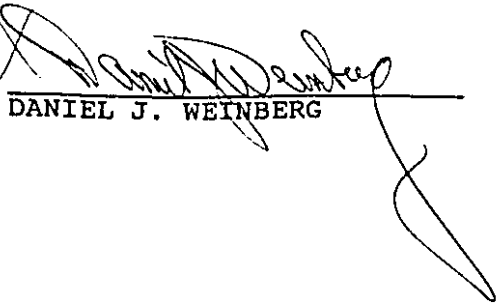


DANIEL J. WEINBERG

5-23-95

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.



DANIEL J. WEINBERG

5-23-95

DATE

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TALLAHASSEE, FLORIDA