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CORP CREATIONS
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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KAREN HELLER, INC.
FAX AUDIT NUMBER: H95000007090
DATE REQUESTED: 06/26/1995
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JUN 27 4:11:55
TALLAHASSEE, FLORIDA

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JUN 27 AM 8:03
DIVISION OF CORPORATIONS

H95000007090

Articles of Incorporation
of
Karen Heller, Inc.

Article I. Name

The name of this Florida corporation is:

Karen Heller, Inc.

Article II. Address

The mailing address of the Corporation is:

Karen Heller, Inc.
1304 SW 160th Avenue, Suite 628
Ft. Lauderdale, FL 33326

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Michael S. Heller
1983 Water Ridge Drive
Ft. Lauderdale, FL 33326

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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TALLAHASSEE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Karen Heller

Article VI. Incorporator

The name and address of the incorporator is:

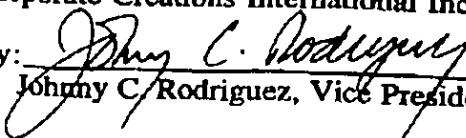
Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of June 26, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on June 27, 1995.

Corporate Creations International Inc.

By: 
Johnny C. Rodriguez, Vice President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0688

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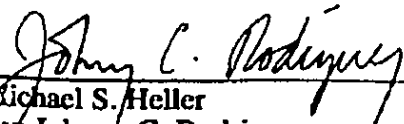
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Karen Heller, Inc.

REGISTERED AGENT:
Michael S. Heller
1983 Water Ridge Drive
Ft. Lauderdale, FL 33326

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Michael S. Heller
By: Johnny C. Rodriguez, as attorney-in-fact

Date: June 26, 1995