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ACCOUNT : 0721000000032

REFERENCE : 634971 P. 6386A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 0 122.50

ORDER DATE : July 10, 1995

ORDER TIME : 2:25 PM

ORDER NO. : 634971

634971

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CUSTOMER NO: 6386A

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: HADLER INVESTMENTS, INC.

FILED
95 JUL 10 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FL 32301

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

T. BROWN JUL 11 1995

**ARTICLES OF INCORPORATION
OF
NADLER INVESTMENTS, INC.**

FILED
95 JUL 10 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLES I

The name of the corporation shall be:

NADLER INVESTMENTS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

(A) 1,000 shares of Class A Common Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$10.00.

(B) 9,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$90.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133

ARTICLE VI

This corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Myron J. Nadler
601 Pine Lake Drive
Delray Beach, FL 33445

Alice B. Nadler
601 Pine Lake Drive
Delray Beach, FL 33445

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133

ARTICLE VIII

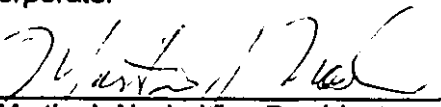
The mailing address of the corporation shall be:

601 Pine Lake Drive
Delray Beach, FL 33445

Executed at Miami, Florida this 6th day of July, 1995.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:

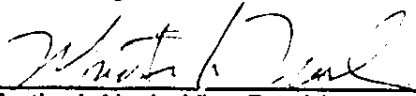

Martin J. Nash, Vice President

ACCEPTED BY REGISTERED AGENT

Having been appointed the registered agent of NADLER INVESTMENTS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 6th day of July, 1995.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 
Martin J. Nash, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T:\TRANSFER\JUSTIN\NADLER\ARTICLES