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BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION
BANK ATLANTIC BUILDING • FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER
IRA M. ELEGANT
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CAROLINA A. ECHARTE

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FAX NO. (305) 358-5202

July 7,
~~June 29,~~ 1995

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

FILED
95 JUL 10 PM 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Mark Sell & Associates, Inc.

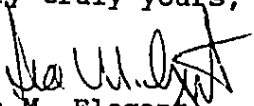
Gentlemen:

Enclosed are the following with respect to the above:

1. Articles of Incorporation, executed in duplicate, of the above named corporation;
2. Certificate Designating Registered Agent, etc., in accordance with Section 48.091, Florida Statutes, executed in duplicate; and
3. This firm's Check No. 08655 payable to your order, in the sum of \$122.50 representing filing fees; resident agent fee, and the charge for a certified copy of the Articles of Incorporation.

Thank you for your usual prompt cooperation.

Very truly yours,


Ira M. Elegant

IME:pb
Enclosures

NOT
7-14-95

ARTICLES OF INCORPORATION

OF

MARK SELL & ASSOCIATES, INC.

FILED
95 JUL 10 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MARK SELL & ASSOCIATES, INC.

The address of the initial principal office of this corporation shall be:

58 Northwest 98th Street
Miami Shores, Florida 33150

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

ARTICLE IV. REGISTERED AGENT

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

46 Southwest First Street
Suite 400
Miami, Florida 33130

and the name of the initial registered agent of the corporation at that address is:

BUCHBINDER & ELEGANT, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. Corporate existence shall begin as of the date of the signing of these Articles of Incorporation.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at lease one Director. The names and addresses of the initial members of the Board of Directors are:

Mark W. Sell **58 Northwest 98th Street**
Miami Shores, Florida 33150

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark W. Sell **58 Northwest 98th Street**
President, Secretary, **Miami Shores, Florida 33150**
Treasurer

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Buchbinder & Elegant, P.A. **46 Southwest First Street**
Suite 400
Miami Beach, Florida 33130

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 7 day of July, 1995.

BUCHBINDER & ELEGANT, P.A.

By: Ira M. Elegant
Ira M. Elegant, Vice President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
95 JUL 10 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUCHBINDER & ELEGANT, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0509, Florida Statutes.

BUCHBINDER & ELEGANT, P.A.

By: Ira M. Elegant
Ira M. Elegant, Vice President