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ALEX B. ROTBART
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July 11, 1995

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

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-07/12/95--01032--007
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Subject: Rotbart & Deutsch, P.A.

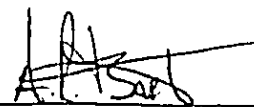
Enclosed please find an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Professional Service Corporation.

Please send a certificate of status and a certified copy of these articles to me at the address listed above.

A check for \$131.25 is enclosed. This represents payment for:

Filing the Articles of Incorporation
Designation of and Acceptance by A Registered Agent
Certificate of Status
Certified Articles of Incorporation

From:


Alexander B. Rotbart
5434 Grand Park Place
Boca Raton, FL 33486
(407) 447-0783

SN
7/17/95

FILED
95 JUL 12 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION OF ROTBART & DEUTSCH, P.A.

12-AM 8:35

The undersigned subscriber to these Articles of Incorporation, a person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Rotbart & Deutsch, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto, to counsel on matters concerning the law, to practice in the Courts of the State of Florida, the United States, and elsewhere, and to render such services as are ancillary to the practice of law, all in accordance with the Rules Regulating the Florida Bar and the Rules of Professional Conduct contained therein.
2. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional legal service corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limitation as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Florida.
3. The service of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of The Florida Bar in good standing and licensed in Florida to render the service of a lawyer.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the law of the State of Florida, or by the Rules Regulating the Florida Bar or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have at any one time is 1000 shares have a par value of \$.01 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 105 East Palmetto Park Road, Boca Raton, Florida 33432, and the name of its initial registered agent is Alexander B. Rotbart. The Board of Directors may from time to time move the office to any other address in State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No Person shall serve as Director of the Corporation unless the person is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

Alexander B. Rotbart	5434 Grand Park Place, Boca Raton, Fl. 33486
Erika Deutsch Rotbart	5434 Grand Park Place, Boca Raton, Fl. 33486

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

Alexander B. Rotbart	5434 Grand Park Place, Boca Raton, Fl. 33486
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ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his/her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

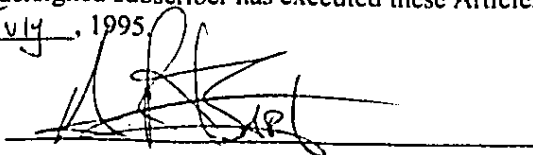
ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continues rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interest in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 11th day of July, 1995.

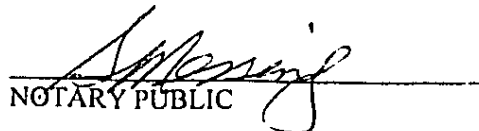


ALEXANDER G. POTLARK

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, personally appeared ALEXANDER G. POTLARK me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 11th day of July A.D. 1995, in the aforesaid County and State.



NOTARY PUBLIC

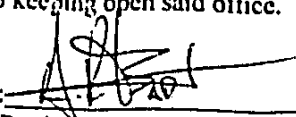
My Commission Expires:



S. MESSING
MY COMMISSION # CC 152317 EXPIRES
November 23, 1995
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Registered Agent

FILED

95 JUL 12 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA