

P95000055833

File Edit Services Terminal Special CONNECTED 07/19/95
(((H9500007966))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 2308
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
FAX: (904) 922-4000 PHONE: (305) 467-1964
FAX: (305) 467-2264

(((H95000007966))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PALMETTO EQUITY CONSULTANTS, INC.
FAX AUDIT NUMBER: H95000007966 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/19/1995 TIME REQUESTED: 09:44:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072164000350

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000007966)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [ON]

FILED
JUL 19 1995
TALLAHASSEE, FL

7/19

RECEIVED
JUL 19 AM 10:45

ARTICLES OF INCORPORATION
OF
PALMETTO EQUITY CONSULTANTS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Palmetto Equity Consultants, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is One Financial Plaza, Suite 2308, Fort Lauderdale, Florida 33394.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

Fax Audit No. H95000007966
Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

9999\95-14016

ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, FL 33394

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, FL 33394

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

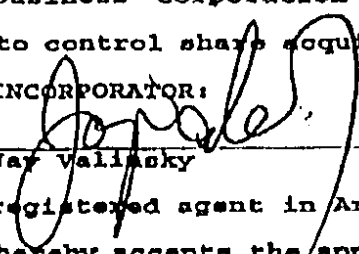
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

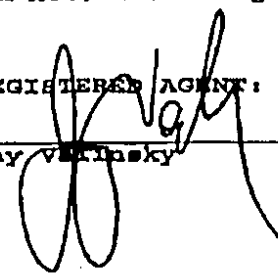
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Jay Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Jay Valinsky

Fax Audit No. H95000007966
Prepared by: Kipnia Teschor Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

FILED
JUL 19 1995
TALLAHASSEE, FLORIDA

-P95000055833

Terminal Emulation CONNECTED 0107:41
File Edit Services Terminal Special
((H95000009265))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 2300
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
FAX: (904) 922-4000 PHONE: (305) 467-1964
FAX: (305) 467-2264
((H95000009265))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: PALMETTO EQUITY CONSULTANTS, INC.
FAX AUDIT NUMBER: H95000009265 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/22/1995 TIME REQUESTED: 09:58:51
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072164000350
Notes Please print this page and use it as a cover sheet when submitting
documents to the Division of Corporations. Your document cannot be processed
without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.
((H95000009265)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
F1-Help F10-Menu bar F5=Logging [OFF] F6=Printer [ON]

Crigeon - 28V
Lind

FILED
95 AUG 22 PM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 22 PM 3:56
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morfham
Secretary of State

August 22, 1995

PALMETTO EQUITY CONSULTANTS, INC.
ONE FINANCIAL PLAZA
SUITE 2308
FT. LAUDERDALE, FL 33394

SUBJECT: PALMETTO EQUITY CONSULTANTS, INC.
REF: P95000055833

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please add Article IX to list the initial directors.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAK Aud. #: B95000009265
Letter Number: 095A00009255

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H95000009265

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PALMETTO EQUITY CONSULTANTS, INC.

FILED
95 AUG 22 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Palmetto Equity Consultants, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

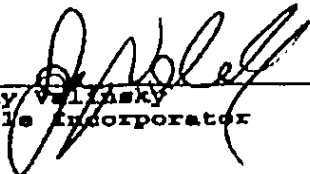
Article IX is added as follows:

ARTICLE IX
INITIAL DIRECTOR

The initial director of the Corporation is Robert Schlien.

The foregoing was adopted by the written consent of the sole incorporator as of July 19, 1995, pursuant to Section 607.1005, Florida Statutes without shareholder action, which was not required.

Dated as of July 19, 1995.



Jay Valinsky
Sole Incorporator

FAX AUDIT NO. H95000009265

Prepared by: Kipnis Teucher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq., FL Bar No. 0625109

0225\ART-AMD.AIM

FAX AUDIT NO. H95000009265

STATE OF FLORIDA)
) SS,
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11st day of August, 1995 by Jay Valinsky as the sole incorporator of Palmetto Equity Consultants, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Notary Public:

sign

Carol W. Morgan

print

Carol W. Morgan

State of Florida at Large (Seal)
My Commission Expires:



CAROL W. MORGAN
MY COMMISSION # 00300418 EXPIRES
JUNE 24, 1998
BONDS TRUST TRUST INSURANCE, INC.

FAX AUDIT NO. H95000009265

Prepared by: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2109
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

0326\ART-AMD.ATW

2