KOHRMAN JACKSON & KRANTZ

ATTORNEYS AT LAW 20th FLOOR, ONE CLEVELAND CENTER CLEVELAND, OHIO 44114

Joan M. Spirnak Direct Dial (216) 736-7202

VIA FEDER

Department of State Division of Corporations The Capitol 409 East Gaines Street Tallahassee, FL 32399

RE: Boca, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation and Acceptance of Service as Registered Agent regarding the formation of a new corporation to be known as "Boca, Inc." Accordingly, enclosed is this firm's check in the amount of \$122.50 to cover the filing fee.

If for any reason you cannot file the enclosed documents, please call Christopher J. Hubbert, Esq. at our office collect before you return them. It is imperative that these documents be filed and returned as quickly as possible. For your convenience, I have enclosed a Federal Express mailing slip for return of the filed documents to Christopher J. Hubbert.

Thank you for your prompt attention to this matter.

Sincerely,

Joan M. Spirnak Legal Assistant

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Enclosures

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ARTICLES OF INCORPORATION

OF

BOCA, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be: Boca, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be: 1550 N. Powerline Road, Pompano Beach, Florida 33069.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in eash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1550 N. Powerline Road, Pompano Beach, Florida 33069 and the initial registered agent of this corporation at such

office shall be Sidney Dworkin. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

Name Sidney Dworkin

Address 1550 N. Powerline Road Pompano Beach, Florida 33069

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name Sidney Dworkin

Address 1550 N. Powerline Road Pompano Beach, Florida 33069

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to after, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Affiliated Transactions

This corporation reserves the right to amend, after, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Sidney Dworkin
Incorporator

BOCA, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Sidney Dworkin, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 14th day of July, 1995.

Sidney Dworkin