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CASS, LEVY & GERSON

*Certified Public Accountants & Consultants
(A Partnership Including Professional Associations)*

MARTIN CASS, CPA, P.A.
HOWARD R. LEVY, CPA, P.A.
LARRY A. GERSON, CPA, P.A.

VILLAGE COMMERCIAL CENTER
440 COLUMBIA DRIVE, SUITE 500
WEST PALM BEACH, FLORIDA 33409
TEL: (407) 880-7888
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July 20, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

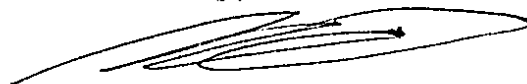
Re: Cass & Levy, P.A.
Filing for Profit Corporation

Dear Madam or Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced entity. We have also enclosed a check for \$70.00 for the filing fee for a profit corporation.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Martin Cass, CPA

MC:hlm

Enclosures

10/07
7-26-95

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95 JUL 24 PM 8:46
TALLAHASSEE, FLA

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95 JUL 24 PM 8:46

ARTICLES OF INCORPORATION

OF

CASS & LEVY, P.A.

RECEIVED
JUL 24 1995

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: CASS & LEVY, P.A.

ARTICLE II. NATURE AND POWERS OF BUSINESS

To engage in every phase and aspect of the business of rendering professional service to the public that a Certified Public Accountant duly licensed under the laws of the State of Florida, is authorized to render; and the doing and the performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of the purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

The shares of stock of this corporation shall consist of Two (2) classes. Authorized shares are as follows: Class A - 500 shares at \$0.01 par value per share. Class B - 500 shares (not voting) at \$0.01 par value per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The initial post office address and the initial registered office of this corporation in the State of Florida is: 440 Columbia Drive, West Palm Beach, Florida 33409. The board of Directors may from time to time move the principal and registered office of this corporation to any other address within the State of Florida. The initial registered agent at such address is: MARTIN CASS, CPA.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than One (2).

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
MARTIN CASS	5713 High Flyer Road, South Palm Beach Gardens, FL 33418
HOWARD S. LEVY	3829 Bluebell Street Palm Beach Gardens, FL 33410

ARTICLE IX. INITIAL OFFICERS

The names and addresses of the first officers of this corporation are:

PRESIDENT:	Martin Cass 5713 High Flyer Road, South Palm Beach Gardens, FL 33418
SECRETARY:	Howard S. Levy 3829 Bluebell Street Palm Beach Gardens, FL 33410
TREASURER:	Howard S. Levy 3829 Bluebell Street Palm Beach Gardens, FL 33410

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers of these Article of Incorporation, the number of shares of stock that they agree to take and the value of the considerations therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CLASS A</u> <u>SHARES</u>	<u>CLASS B</u> <u>SHARES</u>	<u>CONSIDERATION</u>
MARTIN CASS	5713 High Flyer Road, S. Palm Beach Gardens Florida 33418	60	0	\$0.60
HOWARD S. LEVY	3829 Bluebell Street Palm Beach Gardens Florida 33410	40	0	\$0.40

ARTICLE XI. AMENDMENT


These Article of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting his or their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XII. DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: CASS & LEVY, P.A.

desiring to organize under the laws of the State of Florida with its principal and registered office, as indicated in Article VI of these Articles of Incorporation at West Palm Beach, Palm Beach County, Florida, has named MARTIN CASS, 440 Columbia Drive, West Palm Beach, Florida, Palm Beach County, Florida, as its agent to accept service of process within this State and registered agent.


Martin Cass

7/20/95

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NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA

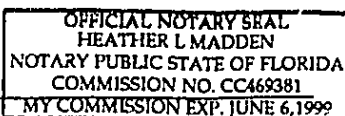
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared MARTIN CASS, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above the 20th day of July, 1995.

Heather L. Madden
Notary Public, State of Florida
at Large Heather L. Madden

My Commission Expires:



ACKNOWLEDGMENT

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

Martin Cass