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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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NAME: HERMAN FIELD, INC.
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

HERMAN FIELD, INC.

The undersigned acting as an Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name and address of this corporation is:

HERMAN FIELD, INC.
7875 W. Commercial Blvd.
Tamarac, Florida 33351

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business

permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its initial registered office is:

7875 W. Commercial Blvd.
Tamarac, FL 33351

and the name of its Initial Registered Agent is SANFORD Z. CHEVLIN, P.A., 409 N.W. 10th Terrace, Hallandale, Florida 33009.

Prepared by:
Sanford Z. Chevlin, Esq.
Bar #407437

SANFORD Z. CHEVLIN, P.A.
409 Northwest 10th Terrace
Hallandale, Florida 33009

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6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Jerry Herman
c/o 7875 W. Commercial Blvd.
Tamarac, Florida 33351

7. The name and address of the Incorporator is:

Jerry Herman
c/o 7875 W. Commercial Blvd.
Tamarac, Florida 33351

8. These Articles of Incorporation may be amended in the manner provided by law. Each 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 stockholders entitled to vote thereon, unless all directors and stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

9. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors or Officers are financially interested shall be either void or voidable because of such relationship or interested because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

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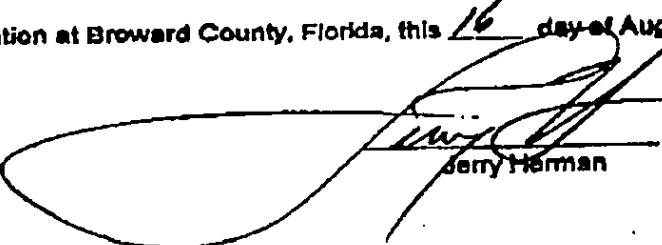
a. The fact of such relationship or interest is disclosed or known to the Board of Directors of committee which authorized, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or comments of such Interested Directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or,

c. The contract is fair and reasonable as to the Corporation at the time it is authorized, approved, or ratified by the Board of Directors, a committee or shareholders.

10. Special meeting of the Shareholders may be called at any time by the President or holders of twenty-five percent (25%) of all outstanding shares.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, this 16 day of August, 1995.


Jerry Herman

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STATE OF FLORIDA)
) ss:
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared
 JERRY HERMAN, who is to me well known to be the person described in and who
 subscribed the foregoing Articles of Incorporation and he did freely and voluntarily
 acknowledge before me according to law that they made and subscribed the same for
 the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal at
 Fort Lauderdale, Florida, in said County and State this 16th day of August, 1995.



NOTARY PUBLIC
 State of Florida
 Commission # _____



THOMAS P. CHRISTMAN
 MY COMMISSION & OFFICE EXPIRES
 APR 11, 1997
 BONDED THROUGH THE FLORIDA DEPARTMENT OF REVENUE, INC.

Personally Known () or
 Identification Produced

My commission expires: _____

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

HERMAN FIELD, INC.

desiring to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation in the City of Tamarac, County of Broward,
State of Florida, has named:

**SANFORD Z. CHEVLIN, ESQ.
409 Northwest 10th Terrace
Hallandale, Florida 33008**

as its agent to accept service of process with in this State.

ACKNOWLEDGMENT

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

SANFORD Z. CHEVLIN, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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