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8/17/95 FLORIDA DIVISION OF CORPORATIONS 12:11 AM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H95000009086))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CLIPPER AND FOX CONSULTANTS, INC.
FAX AUDIT NUMBER: H95000009086 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/17/1995 TIME REQUESTED: 12:12:41
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
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NUM Connect: 00:04:

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95 AUG 18 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
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95 AUG 17 PM 2:01
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August 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CLIPPER AND FOX CONSULTANTS, INC.
REF: W95000016658

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

PAGE 1 WAS NOT RECIEVED, PLEASE -RE-FAX.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000009086
Letter Number: 695A00038765

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

116-18-19875 (9310)

ARTICLES OF INCORPORATION

OF

CLIPPER AND FOX CONSULTANTS, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Clipper and Fox Consultants, Inc. (the "Corporation").
- SECOND: The initial street address of the principal office of the Corporation is unknown; however, the mailing address of the Corporation is c/o Broad and Cassel (JSC), 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Craig Lee Aberle, 305 Linden Street, Mahwah, New Jersey 07430.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Craig Lee Aberle, 305 Linden Street, Mahwah, New Jersey 07430.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0801 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0802 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Broad & Cassel
201 S. Biscayne Blvd.
Suite 3000
Miami, FL 33131
(205) 373-9400

James S. Cassel, Esq.
(Fl. Bar No. 0273457)

AUG-18-1995 09:01

P.03/04

TENTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of August, 1995.



Craig Lee Abernethy, Incorporator

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P. 04/04

or

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:

Allison A. Lichter, Vice President

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95 AUG 18 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

סמך תעודת זהות

CONFIDENTIAL
950411

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CLIPPER AND LOX CONDUCTORS INC
201 South Biscayne Blvd Suite 3000
Miami, FL 33131

City/State/Zip

Phone #

Office Use Only

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97 AUG -4 AM 8:20
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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUG 12 1997

Veldis

\$35 due for CE

AUG 12 1997

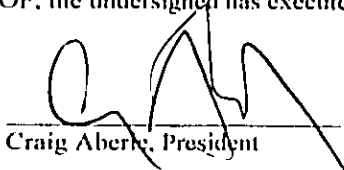
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Dissolution of Clipper and Fox Consultants, Inc.

The undersigned, being the President of Clipper and Fox Consultants, Inc. a Florida corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to Section 607.1402 of the Florida Business Corporation Act, hereby states as follows:

1. The name of the Corporation is Clipper and Fox Consultants, Inc
2. The dissolution of the Corporation was authorized on July 15, 1997
3. The number of votes cast by shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the 31st day of July 1997


Craig Abernethy, President

ID # 65-0607223

P95000063985



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

CLIPPER AND FOX CONSULTANTS, INC.
201 SOUTH BISCAYNE BLVD., STE. 3000
MIAMI, FL 33131

SUBJECT: CLIPPER AND FOX CONSULTANTS, INC.
Ref. Number: P95000063985

The document for CLIPPER AND FOX CONSULTANTS, INC. was filed on August 4, 1997. However, your check for \$52.50 was not sufficient to cover the certification you requested.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

Should you have any questions concerning the fees, please refer to the attached fee schedule.

Velma Shepard
Division of Corporations

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SEP 8 AM 8:15
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VS SEP 2 1997

CC by VA