



Associated Management Services, Inc.  
14000 Military Trail, Suite 101  
Delray beach, FL 33484

FILED  
25 AUG 28 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

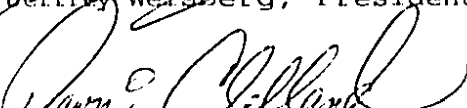
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

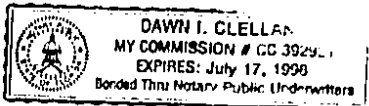
To whom it may concern;

Please be advised that I, Jeffrey Weisberg being the duly elected President of Associated Management Services, Inc. would like to form a second corporation to be called: Associated Management Services of Florida, Inc. Please apply monies already sent to any charges that will be incurred. I thank you in advance for your prompt consideration.

Sincerely,

  
Jeffrey Weisberg, President

  
Notary Public

  
DAWN I. CLELLAN  
MY COMMISSION # GC 3929...  
EXPIRES: July 17, 1996  
Bonded Third Notary Public Underwriters



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 24, 1995

PETER J. IODICE JR.  
14000 MILITARY TRAIL STE 104  
DELRAY BEACH, FL 33484

SUBJECT: ASSOCIATED MANAGEMENT SERVICES OF FLORIDA, INC.  
Ref. Number: W95000014823

We have received your document for ASSOCIATED MANAGEMENT SERVICES OF FLORIDA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 695A00035106

ARTICLES OF INCORPORATION  
OF  
Associated Management Services of Florida, Inc  
a Florida Corporation

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

ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this Corporation shall be:  
Associated Management Services of Florida, Inc.  
14000 Military Trail, Suite 104  
Delray Beach, FL 33484

ARTICLE II  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time 500 shares of stock having a par value of \$.01 per share, which shall be entitled to vote on all matters, each share having one (1) vote.

ARTICLE IV  
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V  
EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Peter J Iodice Jr  
INITIAL REGISTERED OFFICE: 14000 Military Trail, Suite 104  
Delray Beach, FL 33484

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Registered Agent

ARTICLE VII  
INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VJR  
INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

Peter J Iodice Jr  
14000 Military Trail, Suite 104  
Delray Beach, FL 33484

ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X  
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Peter J Iodice Jr  
14000 Military Trail, Suite 104  
Delray Beach, FL 33484

ARTICLE XI  
AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



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OF  
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INITIAL REGISTERED OFFICE: 14000 Military Trail, Suite 104  
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Registered Agent

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**ARTICLE VJR  
INITIAL DIRECTORS**

The name and address of the member of the initial Board of Directors is:

Peter J Iodice Jr  
14000 Military Trail, Suite 104  
Delray Beach, FL 33484

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CUMULATIVE VOTING FOR DIRECTORS**

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**ARTICLE X  
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

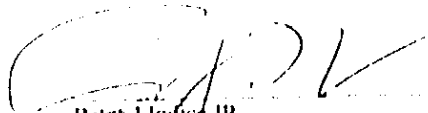
Peter J Iodice Jr  
14000 Military Trail, Suite 104  
Delray Beach, FL 33484

**ARTICLE XI  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this 20th day of July, 1995

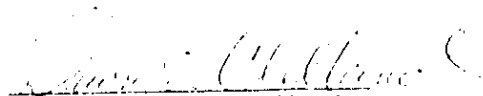
  
Peter J Iodice JR

STATE OF FLORIDA  
COUNTY OF Palm Beach

)  
) ss:  
)

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Peter J Iodice Jr. to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Delray Beach, Palm Beach County, Florida this 20th day of July, 1995.

  
Notary Public, State of Florida at Large

