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LAW OFFICES OF
ZWICK, FRIEDMAN & GOLDBAUM, P.A.

The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

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Keith A. Goldbaum (MI & FL Bar)

Via Federal Express

January 2, 1996

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

RE: **BOYNTON FINANCIAL CORP.**

Enclosed, please find the original and one copy of the Articles of Incorporation filed on behalf of our client, **BOYNTON FINANCIAL CORP.** and our check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing:

Filing Articles	\$ 35.00
Certified Copies	52.50
Designation of Registered Agent	35.00

Total \$ 122.50

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Please return the Certificate of Incorporation and certified copy of the Articles in the enclosed prepaid Federal Express envelope.

Thank you for your attention to this matter. As always, should you have any questions, please do not hesitate to contact us.

Sincerely,

ZWICK, FRIEDMAN & GOLDBAUM, P.A.

KENTH A. GOLDBAUM

KAG/ds
enclosures

cc: Martin Stryker
Murray Mitrani
(w/ enclosures)

**ARTICLES OF INCORPORATION
OF
BOYNTON FINANCIAL CORP.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BOYNTON FINANCIAL CORP.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 50,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at: 6077 Slice Court, Boynton Beach, Florida 33437. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial Registered Agent of this Corporation is MURRAY MITRANI.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this Corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
MARTIN STRYKER	20 Devonshire Road Plainview, New York 11803
MURRAY MITRANI	6077 Slice Court Boynton Beach, Florida 33437

ARTICLE IX

The names and post office addresses of the officers of

the Corporation are as follows:

NAME	ADDRESS
MARTIN STRYKER, PRESIDENT	20 Devonshire Road Plainview, New York 11803
MURRAY MITRANI SECRETARY/TREASURER	6077 Slice Court Boynton Beach, Florida 33437

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

NAME	ADDRESS
MURRAY MITRANI	6077 Slice Court Boynton Beach, Florida 33437


ARTICLE XI

No action by this Corporation may be taken without the unanimous consent of both Directors.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 29 day of December, 1995.


MURRAY MITRANI
Director and Subscriber

STATE OF **FLORIDA**)

COUNTY OF Palm Beach)

SS. 1

BEFORE ME, the undersigned authority, personally appeared MURRAY MITRANI to me known and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of BOYNTON FINANCIAL CORP., and who is described in said Certificate as the incorporator of said Corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach State of Florida, this 29 day of December, 1995.

Barbara S. Kessler
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



OFFICIAL SEAL
BARBARA S. KESSLER
My Commission Expires
July 20, 1996
Comm. No. CC 216352

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT **BOYNTON FINANCIAL CORP.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
BOYNTON BEACH, STATE OF FLORIDA, HAS NAMED MURRAY MITRANI, LOCATED
AT 6077 SLICE COURT, CITY OF BOYNTON BEACH, STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Murray Mitrani
(Sole Incorporator)

TITLE Director

DATE

12/24/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Murray Mitrani
MURRAY MITRANI
(Registered Agent)

DATE

12/24/95