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 (((H96000001066))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BOCA TERRY, INC. FAX AUDIT NUMBER: H96000001066 CURRENT STATUS:
 REQUESTED DATE REQUESTED: 01/22/1996 TIME REQUESTED: 18:05:08
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 4
 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50 ACCOUNT
 NUMBER: 072720000101 Note: Please print this page and use it as a cover sheet
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOCA TERRY, INC.**

THE UNDERSIGNED, for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be **Boca Terry, Inc.**

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is: 100 shares of common voting stock and 1000 shares of non-voting stock; each share having a par value of \$1.00.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 6099 N.W. 31st Terrace, Boca Raton, Florida 33486.

ARTICLE VI

The corporation shall have four (4) directors. The number of Directors may be increased or diminished from time to time pursuant to the By-laws.

STUART A. RADER, ESQUIRE
Florida Bar No. 352047
1439 W. Palmetto Pk. Road - Suite 412
Boca Raton, Florida 33486
Telephone (407) 368-0565

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ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Norman Cohen
3487 Byron Lane
Long Boat Key, Florida
34228

Edward Cohen
6099 N.W. 31st Terrace
Boca Raton, Florida
33496

Bruce Cohen
11207 Sierra Pass Place
Chatsworth, California
91311

Michael S. Cifaloglio
103 Arbor Avenue
Vineland, New Jersey 08360

ARTICLE VIII

The name and street address of the incorporator is Norman Cohen of 3487 Byron Lane, Long Boat Key, Florida 34228.

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial registered office of the corporation is 6099 N.W. 31st Terrace, Boca Raton, Florida 33496.

The name of the initial Registered Agent of the corporation is Edward Cohen, 6099 N.W. 31st Terrace, Boca Raton, Florida 33496.

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

STUART A. RADER, ESQUIRE
Florida Bar No. 352047
1499 W. Palmetto Pk. Road - Suite 412
Boca Raton, Florida 33486
Telephone (407) 368-0545

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ARTICLE XII

These Articles 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 stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

EXECUTED THIS 18 DAY OF JANUARY, 1996, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.


Norman Cohen

CP000001ARTICLES.BK

STUART A. KASER, ESQUIRE
Florida Bar No. 252047
1499 W. Palmetto Pk. Road - Suite 412
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Telephone (407) 369-0848

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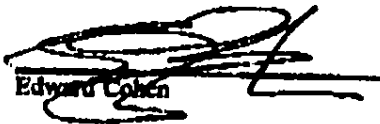
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, (Act) the following is submitted in compliance with said Act:

That **Boss Terry, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named **Edward C. Cohen** located at 6099 N.W. 31st Terrace, Boca Raton, FL 33496, as its agent to accept service of process within this State. The principal office of the corporation shall be 6099 N.W. 31st Terrace, Boca Raton, FL 33496.

ACCEPTANCE

The undersigned hereby accepts the appointment as Registered Agent, pursuant to Section 607.0501, Florida Statutes, and states that he is familiar with, and accepts the obligations of that position.


Edward Cohen

JANUARY 18, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STUART A. RADER, ESQUIRE
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