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CORP CREATIONS

PAGE 1

2/12/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL

DEPARTMENT OF STATE

51 OCEAN DR

STATE OF FLORIDA

SUITE 312

99 E. GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MANAGEMENT OVERVIEW INC.

FAX AUDIT NUMBER: H9600002033

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/12/1996

TIME REQUESTED: 13:50:23

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**Articles of Incorporation
of
Management Overview Inc.**

Article I. Name

The name of this Florida corporation is:
Management Overview Inc.

Article II. Address

The mailing address of the Corporation is:
Management Overview Inc.
17044 Collins Avenue
Miami Beach FL 33160

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Henry D. Kirschner
17044 Collins Avenue
Miami Beach FL 33160

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Henry D. Kirschner
Mary Lee Kirschner

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

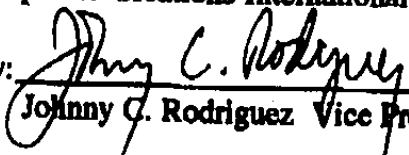
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 12, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 12, 1996

Corporate Creations International Inc.

By:


Johnny C. Rodriguez Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0688

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KIRSCHNER REALTY
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Management Overview Inc.

REGISTERED AGENT:
Henry D. Kirschner
17044 Collins Avenue
Miami Beach FL 33160

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Henry D. Kirschner

Date: February 12, 1996

Corporate Creations International Inc.
401 Ocean Drive • Suite 512 • Door Code #125
Miami Beach FL 33139-0829
(305) 672-0888

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From: <i>Henry D. Kirschner</i>	To: <i>Henry D. Kirschner</i>
Dept: _____	Phone: _____