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LAW OFFICES
LUBIN & GLAZER
6917 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33141

RETH D. LUBIN
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TELEPHONE
(305) 866-7878
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Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Date: February 16, 1996

RE: Equity Asset Management Corporation

Dear Sir/Madam:

Enclosed is a money order in the sum of \$122.50 to cover your filing fee and cost of copy of the Articles of Incorporation of the above referenced corporation.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,



Seth D. Lubin

SDL/lbl

FILED
96 FEB 19 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
LUBIN & GLAZER
6917 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33141

BETH D. LUBIN
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TELEPHONE
(305) 866-7878
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(305) 866-9878

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Date: January 30, 1996

RE: Equity Asset Management Corporation

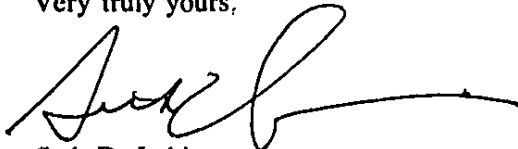
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,



Seth D. Lubin

FEB 13 1996 BSB

W96-3330

SDL/jem



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1998

LUBIN & GLAZER
6917 COLLINS AVENUE
MIAMI BEACH, FL 33141

SUBJECT: EQUITY ASSET MANAGEMENT CORPORATION
Ref. Number: W96000003330

We have received your document for EQUITY ASSET MANAGEMENT CORPORATION. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00006347

ARTICLES OF INCORPORATION
OF
EQUITY ASSET MANAGEMENT CORPORATION

FILED
96 FEB 19 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I.** The name of this corporation is Equity Asset Management Corporation, operating at P.O. Box 415608, Miami Beach, FL 33141.
- ARTICLE II.** This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III.** This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV.** This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V.** The street address of the initial registered office of this corporation is: 6917 Collins Avenue, Miami Beach, FL 33141, and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI.** This Corporation shall have 1 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is: Melvin R. Colvin, P.O. Box 415608, Miami Beach, FL 33141.
- ARTICLE VII.** The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, 6917 Collins Avenue, Miami Beach, FL 33141 .
- ARTICLE VIII.** The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX.** This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X.** This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI.** 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 at least a majority of the stock entitled to vote on said issue, 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 7, 1996.

I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Seth Lubin
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on February 7, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on February 7, 1996.



Notary Public at Large
State of Florida

My commission expires:



ERIC L. GLAZER
My Commission CC419236
Expires Nov. 07 1998
Bonded by H&J
800-422-1855