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 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BALSAM & CAIN ASSOCIATES, INC.
 FAX AUDIT NUMBER: H96000002512
 DATE REQUESTED: 02/21/1996
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ARTICLES OF INCORPORATION
OF
BALDAN & CAIN ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Baldan & Cain Associates, Inc., located at 2352 S. Ocean Blvd, Highland Beach, FL 33487-1000.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one Dollar (\$1.00) par value common stock.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Richard L. Shoemaker, CPA
2080 E. Oakland Park Blvd, Suite 202
Fort Lauderdale, FL 33306-1121
Telephone (305) 561-1388

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2080 E. Oakland Park Blvd, Suite 202, Ft. Lauderdale, FL 33306-1121, and the name of the initial registered agent of this corporation at that address is Richard L. Shoemaker, CPA. The undersigned registered agent is accepting service for Balsam & Cain Associates, Inc. this 15 day of Feb 1992.

Richard L. Shoemaker
Richard L. Shoemaker, CPA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
Hileen B. Balsam	2352 S. Ocean Blvd Highland Beach, FL 33487
Susan S. Cain	767 Harbour Dr. N.E. Boca Raton, FL 33431

ARTICLE VIII

INCORPORATION

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
Hileen B. Balsam	2352 S. Ocean Blvd. Highland Beach, FL 33487
Susan S. Cain	767 Harbour Dr. N.E. Boca Raton, FL 33431

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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

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, The undersigned subscribers has executed these Articles of Incorporation this 12 day of FEB, 1996

Eileen B. Balaban
Eileen B. Balaban

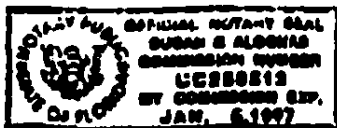
Susan S. Cain
Susan S. Cain

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 Falm Beach
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Eileen B. Balaban and Susan S. Cain, personally known OR produced identification driver license, type of identification produced driver license and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledged before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 12 day of FEB, 1996



S. Alonias
Notary Public
State of Florida at Large
My commission expires:

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