

REFERENCE :

863294

AUTHORIZATION :

COST LIMIT # \$ 70.00

ORDER DATE : February 28, 1996

ORDER TIME :

3:51 PM

ORDER NO.

863294

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CUSTOMER NO.

65940

CUSTOMER:

Donald J. Kahn, Esq GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

HAME:

ACADEMIC INVESTMENT

MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTHERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN

DIVISION OF CORPORATION

96 FEB 28 AN II: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF'

ACADEMIC INVESTMENT MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ACADEMIC INVESTMENT MANAGEMENT, INC.

The address of the principal office of this corporation shall be 1110 Sevilla Avenue, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Howard Marmorstein Dir.

1110 Sevilla Avenue

Coral Gables, Florida 33134

Thomas R. Robinson Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Howard Marmorstein

1110 Sevilla Avenue

Pres.

Coral Gables, Florida 33134

Thomas R. Robinson V. Pres./Sec./Treas.

Same

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

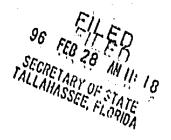
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 28, 1996.

CORPORATION SERVICE COMPANY

By: (C) (

LEL/kbr



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

I, DONALD J. KAHN, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

ACADEMIC INVESTMENT MANAGEMENT, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Bv:

ONALD/J. KAHI