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FLORIDA DIVISION OF CORPORATIONS

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FROM: AIDORNO & ZEIDER P.A.
2601 S BAYSHORE DR
SUITE 1600
MIAMI FL 33133-000

-6194

TALLAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7090

FAX: (305) 858-4777

((H96000003759)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: THE BERMAN COMPANIES, INC.

FAX AUDIT NUMBER: H96000003759

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/15/1996

TIME REQUESTED: 15:31:11

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ARTICLES OF INCORPORATION
OF
THE HERMAN COMPANIES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is The Herman Companies, Inc. (the "Corporation").

ARTICLE II. - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal business and mailing address of the corporation is:

19930 N.E. 20th Court
North Miami Beach, Florida 33179

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$.01 per share.

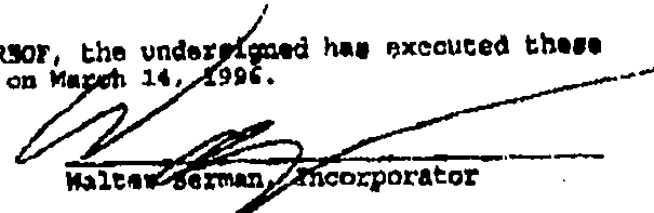
ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 19930 N.E. 20th Court, North Miami Beach, Florida 33179 and the initial registered agent of this Corporation at such office shall be Walter Herman.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Walter Herman, 19930 N.E. 20th Court, North Miami Beach, Florida 33179.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 14, 1996.


Walter Herman, Incorporator

This instrument prepared by:
Michael M. Specker
2001 S. Bayshore Drive - #1000
Miami, Florida 33133
(305) 532-8900
Florida bar no. 504312

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

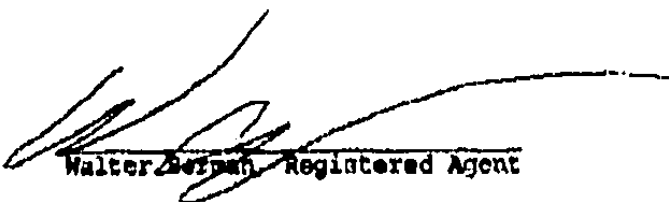
1. The name of the Corporation is:

The Berman Companies, Inc.

2. The name and address of the registered agent and the registered office is: Walter Berman, 19920 N.E. 20th Court, North Miami Beach, Florida 33179.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of The Berman Companies, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 14, 1996


Walter Berman, Registered Agent

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