

P960000254/31

PAUL THILEM & CO.
18984 W. DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33180

PERSON TO CONTACT: PAUL THILEM

PHONE NO. (305) 935-1749

AMOUNT OF MONIES ENCLOSED: \$ 122.50

SEND ALL DOCUMENTATION TO THE ABOVE ADDRESS:

100001749021
-03/19/96--01066--005
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 18 AM 9:27

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GB 3/22/96

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95 MAR 18 AM 9:27

STATE
CLERK
FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OUR SELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THEFORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I, NAME

THE NAME OF THIS CORPORATION SHALL BE:

PERFORMANCE IMPROVEMENT RESOURCES OF BOCA RATON, INC.

ARTICLE 11, NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE 111, CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE 1V, INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V, TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI, ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 5333 COLLINS AVE
SUITE 8F
MIAMI BEACH, FL 33140

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED
BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER BE
LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR
OF THIS CORPORATION:

ELISE I GROPPER
5333 COLLINS AVE
SUITE 8F
MIAMI BEACH, FL 33140

ARTICLE VIII, INCORPORATOR

THE NAME AND ADDRESSES OF THE INCORPORATORS:

ELISE I GROPPER
5333 COLLINS AVE
SUITE 8F
MIAMI BEACH, FL 33140

ARTICLE IX, BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE
VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X, AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR
ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE
SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI, S CORPORATION

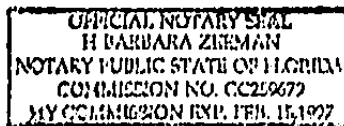
THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE
INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING
INCORPORATORS, HAVE HEREINTO SET OUR HANDS AND SEALS
THIS 13 DAY OF March 1976 FOR THE PURPOSE OF
FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE
OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE
OF THE SECRETARY OF THE STATE OF FLORIDA, THESE
ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS
HEREIN STATED ARE TRUE.

Elise A. Dwyer
PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 13 DAY OF March 1976

Barbara Ziemann
NOTARY PUBLIC




67 PA. 10. 10
96 MAR 10 AM 9:27

SC. DEPT. OF STATE
TALLAHASSEE FLORIDA

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 18984 W. DIXIE
HIGHWAY, NORTH MIAMI BEACH, FLORIDA 33180, ACCEPTS THIS
POSITION AS SIGNED BELOW:



PAUL THILEM

THE REGISTERED OFFICE WILL BE LOCATED AT 18984 W. DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA, 33180.



PAUL THILEM