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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Boulevard Investors 52654
 FEBRUAR 29 AM 10:55

SECRET & CONFIDENTIAL
 TALLAHASSEE, FLORIDA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S -
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prop. _____
- FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

RECEIVED
 FEBRUAR 29 AM 9:42
 DEPARTMENT OF CORPORATION

PH

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	DC	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 3/29 11:00
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 MAR 29 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOULEVARD INVESTORS, INC.
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

BOULEVARD INVESTORS, INC.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue and have outstanding at any one time capital Stock as follows:

- A) 500 shares of Class A voting common stock, having a par value of \$.01 per share.
- B) 1500 shares of Class B non-voting common stock, having a par value of \$.01 per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive

rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower
Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: Robert S. Lamont
Robert S. Lamont, President

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Helayne Stern Gadish
16100 N.W. 2nd Avenue
N. Miami Beach, Florida 33169

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

16100 N.W. 2nd Avenue
N. Miami Beach, Florida 33169

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

16100 N.W. 2nd Avenue
N. Miami Beach, Florida 33169

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INCORPORATOR**

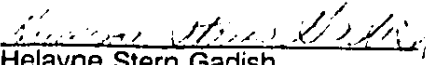
The name and address of the Incorporator executing these Articles of Incorporation is:

Helayne Stern Gadish
16100 N.W. 2nd Avenue
N. Miami Beach, Florida 33169

**ARTICLE XIV
AMENDMENT OF ARTICLES**

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, I, the Incorporator, have executed these Articles of Incorporation this 28 day of March, 1996.


Helayne Stern Gadish
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28 day of March, 1996, by HELAYNE STERN GADISH, the Incorporator described in and who executed the foregoing Articles of Incorporation, who is personally known to me

or who produced
an oath.

personally interviewed

as identification, and who did not take

96 MAR 29 AM 10:56

Witness my hand and official seal in the county and state last aforesaid, this 28 day of March, 1996.

TALLAHASSEE, FLORIDA

[Handwritten Signature]

Notary Public, State of Florida at large

my commission expires:

OFFICIAL NOTARY SEAL
DIANE R. MALTNER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC356897
MY COMMISSION EXP. APR. 7, 1998

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