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96 APR -9 PM 3:22  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 907270 9217A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 70.00

ORDER DATE : April 4, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 907270

800001774558

CUSTOMER NO: 9217A

CUSTOMER: Brett D. Anderson, Esq  
BRETT D. ANDERSON, ESQ

Suite 3920  
100 S.e. 2nd Street  
Miami, FL 33132

DOMESTIC FILING

NAME: TOPALIAN & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: \_\_\_\_\_

96 APR -9 AM 9:16  
FILED  
DIVISION OF CORPORATION

GB 4/10/96

FILED  
96 APR -9 AM 9:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOPALIAN & ASSOCIATES, 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:

TOPALIAN & ASSOCIATES, INC.

The address of the principal office of this corporation shall be 10500 Snapper Creek Road, Miami, Florida 33156 , 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 100 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 100 Southeast 2nd street, Suite 3920, Miami, Florida 33132, and the name of the initial registered agent of the corporation at that address is Brett D. Anderson, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Mourad Topalian	10500 Snapper Creek Road
Dir./Pres.	Miami, Florida 33156

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

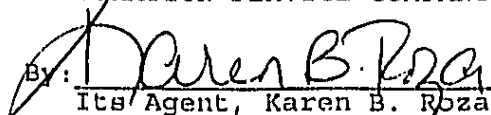
ARTICLE VIII. INCORPORATOR

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 April 9, 1996.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

ACG/jlm

APR 04 1996

96 APR -9 AM 9:17

STATE OF FLORIDA  
TALLAHASSEE

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

BRETT D ANDERSON 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

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

By: Brett D. Anderson  
Typed name:

BRETT D. ANDERSON  
100 S.E. 2nd Street  
International Place, Suite # 3920  
Miami, Florida 33131