

GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS AT LAW

ONE BISCAYNE TOWER - 18TH FLOOR

7 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

LAWRENCE R. HELLER
MEMBER OF THE FLORIDA
AND CALIFORNIA BARS

TELEPHONE 358-3888
AREA CODE 305
FAX (305) 374-1788

P96000031589

April 2, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700001770597
-04/05/96--01036--007
****122.50 ****122.50

Re: THE HEARALL GROUP, INC.

Gentlemen:

Enclosed please find original Articles of Incorporation and one copy, and our firm check in the amount of \$122.50. Please file the enclosed articles and forward me a certified copy.

Sincerely,



GILBRIDE, HELLER & BROWN, P.A.
Suzanna S. Perez, Legal Assistant
sp/enclosure

cc: Lawrence R. Heller, Esquire
Roderick C. McDonald, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 PM 12:23

g 4/11/96

EFFECTIVE DATE

4/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF THE HEARALL GROUP, INC.

96 APR -5 PM 12: 23

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is THE HEARALL GROUP, INC.

ARTICLE II
NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is 2310 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

Barry Katz - 2310 East Oakland Park Boulevard,
Fort Lauderdale, Florida 33306

Alan Barmel - 1060 Kane Concourse, Bay Harbor
Islands, Florida 33154

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Roderick C. McDonald, Esquire, Two South Biscayne Boulevard,
One Biscayne Tower, Suite 1570, Miami, Florida 33131.

CERTIFICATE OF RESIDENT AGENT
OF

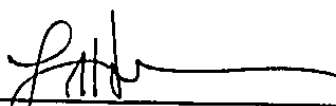
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 PM 12: 23

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That THE HEARALL GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates LAWRENCE R. HELLER, ESQUIRE, whose address is Two South Biscayne Boulevard, One Biscayne Tower, Suite 1570, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



LAWRENCE R. HELLER
Registered Agent