GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS AT LAW

ONE BIRCATHE TOWER + ISTH FLOOR

P BOUTH BIBCATHE BOULEVAND . 7

MIAMI, PLORIDA 33131

HEHRER OF THE FLORIDA
AND CALIFORNIA (30b) 374-(7bb)

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

C: Lawrence R. Heller, Esquire Roderick C. McDonald, Esquire SECRETARY STATE STATE CONSTITUTE STATE STA

074/11/91e

FURIO

OF THE HEARALL GROUP, INC.

PHED SECRETARY OF STATE DIVISION OF COMPORATIONS

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 acknowledgement of these Articles of Incorporation.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

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

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.

VARNDARMA VALICER XI

Those Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

RODERICK C. MCDONALD

STATE OF FLORIDA :

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared RODERICK C. MCDONALD, ESQUIRE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 2ND day of April, 1996.

Notary Public State of Florida

at Large

My commission expires:

OFFICIAL NOTARY SEAL
SHIRLEY A ROBINSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC369734
'Y COMMISSION EXP. MAY 3,1998

SECRETARY OF STATE OF

CERTIFICATE OF RESIDENT AGENT

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 abovestated 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