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REPLY: TAMARAC

P96000031674
April 4, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001772438
-04/08/96--01055--012
****122.50 ****122.50

Re: Burlyn, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Burlyn, Inc.. and our check in the amount of \$122.50 representing the Filing Fee of \$35; Certified Copy Fee of \$52.50 and Registered Agent Fee of \$35 for the above captioned company.

Please effect immediate incorporation and forward the Charter together with a Certified Copy of the Articles of Incorporation to my attention in the self addressed stamped envelope I have provided for your convenience.

Should you have any questions or problems, please do not hesitate to contact me at the above number.

Very truly yours,

Ricky J. Weiss

Ricky J. Weiss, P.A.

*DMC
4/11/96*

EFFECTIVE DATE
3-29-96

FILED
95 APR -5 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BURLYN, INC.

FILED

96 APR -5 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1 3-29-96

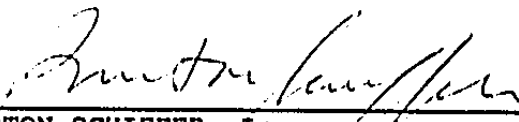
The undersigned incorporator for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is BURLYN, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 2200 South Ocean Lane, Apt. 2906, Ft. Lauderdale, Florida 33316.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 2200 South Ocean Lane, Apt. 2906, Ft. Lauderdale, Florida 33316 and the registered agent at that address is Burton Schiffer.
- FIFTH: The name and address of the incorporator of the Corporation is Burton Schiffer, 2200 South Ocean Lane, Apt. 2906, Ft. Lauderdale, Florida 33316.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are: Marilyn Schiffer, 2200 South Ocean Lane, Apt. 2906, Ft. Lauderdale, Florida 33316 and Burton Schiffer, 2200 South Ocean Lane, Apt. 2906, Ft. Lauderdale, Florida 33316.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The existence of the Corporation shall commence on 3/29/96 and be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of March, 1996.


BURTON SCHIFFER, Incorporator

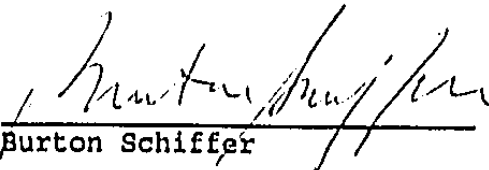
ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED

96 APR -5 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Burton Schiffer