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April 5, 1996

Secretary of State
Corporate Division
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

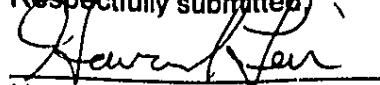
FILED
APR 11 1996
TALLAHASSEE, FL 32314

Re: Gordon & Levi, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for Gordon & Levi, Inc. and my check in the amount of \$122.50 covering various fees.

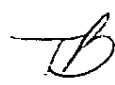
Respectfully submitted



Howard Levi
Gordon & Levi, Inc.

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4-16-96



ARTICLES OF INCORPORATION
OF
GORDON & LEVI, INC.

RECEIVED
STATE OF FLORIDA
JAN 11 1963

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: Gordon & Levi, Inc., 5030 champion blvd. #184, Boca Raton, Florida 33496.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 5030 champion blvd. #184, Boca Raton, Florida 33496, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Howard Levi.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Howard Levi
5030 champion blvd. #184
Boca Raton, Florida 33496

Steven Gordon
17096 Newport Club Drive
Boca Raton, FL 33496

ARTICLE VIII

The name and address of the incorporator is Howard Levi, 5030 champion blvd. #184, Boca Raton, Florida 33496.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5 day of April, 1996

Howard Levi
Howard Levi

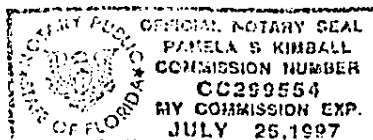
STATE OF FLORIDA) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Howard Levi, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5 day of April, 1996

Pamela S. Kimball
Notary Public,
State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That Gordon & Levi, Inc. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Howard Levi, located at 5030 champion blvd. #184, Boca Raton, Florida 33496, as its agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named to accept services 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.



Howard Levi
Registered Agent

DATED: This 5 day of April, 1996.