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CHARLES L. JAFFEE, P.A.

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1701 W. HILSHORNO BLVD.  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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ARTICLES OF INCORPORATION

96 APR 12 PM 12:45

OF

CELIA, INC.

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a Corporation for profit under Florida law:

ARTICLE I.

The name of the Corporation is CELIA, INC.

ARTICLE II.

This Corporation shall exist perpetually.

ARTICLE III.

The purpose of this Corporation is to transact any or all lawful businesses for which a Corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE IV.

This Corporation is authorized to issue One Hundred (100) shares of common stock of a par value of One Dollar (\$1.00) per share.

ARTICLE V.

The initial registered agent for this Corporation is CHARLES L. JAFFEE and the initial registered office is located at 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

ARTICLE VI.

This Corporation shall have one Director initially. The number shall be fixed by the By-Laws and may be changed from time to time.

ARTICLE VII.

The name and address of each member of the First Board of Director is:

Frank Tumminello  
1701 W. Hillsboro Blvd., Ste. 303  
Deerfield Beach, Florida 33442

They shall hold office until the First Annual Meeting of Stockholders.

ARTICLE VIII.

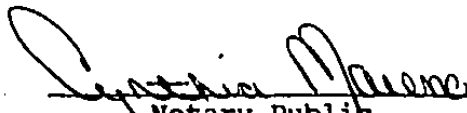
The name and address of the Incorporator is Frank Tumminello, 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442 and the principal address of the Corporation is 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

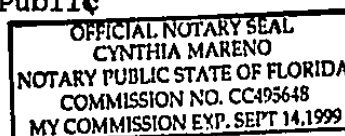
DATED this ~~9th~~ day of April, 1996.

  
FRANK TUMMINELLO

STATE OF FLORIDA)  
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on April  
~~9th~~, 1996 by FRANK TUMMINELLO who has produced  
\_\_\_\_\_ as identification or who is personally known  
to me and who did take an oath.

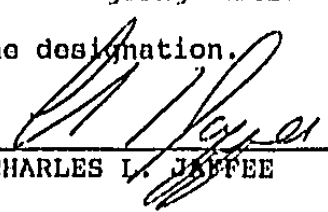
  
Notary Public



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CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Resident Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
\_\_\_\_\_  
CHARLES L. JAFFEE