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BOCA RATON, FLORIDA 33487
(407)241-0179

FILED
96 MAY -1 AM 9:00
TALLAHASSEE, FLORIDA

Licensed in Colorado & Florida

April 29, 1996

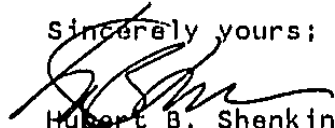
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for filing from METAMORPHOSE CONSULTANTS, INC.. Also enclosed is a check in the amount of \$70.00 for the filing fee. Kindly stamp the copy as received and return with your letter in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely yours;


Hubert B. Shenkin, Esq.
HBS:ndp
Encl.

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D. BROWN MAY - 7 1996

ARTICLES OF INCORPORATION
OF
METAMORPHOSE CONSULTANTS, INC.

FILED
JULY - 1 11 5:00
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

METAMORPHOSE CONSULTANTS, INC.

ARTICLE II

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and the term of existence shall be perpetual.

ARTICLE III

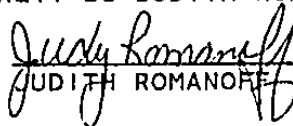
The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 500 shares, all of which shall be common shares with individual par value of \$1.00.

ARTICLE V

The street address of the initial registered office of the corporation shall be METAMORPHOSE CONSULTANTS, INC., 5367 PARK PLACE CIRCLE, BOCA RATON, FL 33486, and the name of the initial registered agent at that address shall be JUDITH ROMANOFF.


JUDITH ROMANOFF

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of one member:

JUDITH ROMANOFF, 5367 PARK PLACE CIRCLE, BOCA RATON, FL 33486

ARTICLE VII

The address of the principal office of this Corporation shall be:

METAMORPHOSE CONSULTANTS, INC., 5367 PARK PLACE CIRCLE, BOCA RATON, FL 33486

ARTICLE VIII

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of April, 1996.

Judy Romanoff
JUDITH ROMANOFF, Incorporator
METAMORPHOSE CONSULTANTS, INC.
5367 PARK PLACE CIRCLE
BOCA RATON, FL 33486

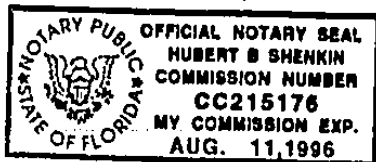
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JUDITH ROMANOFF known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; personally known, and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 29 day of April, A.D. 1996

My Commission Expires:



Hubert B. Shenkin
Notary Signature

Hubert B. Shenkin
Printed Notary Signature

STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

METAMORPHOSE CONSULTANTS, INC..


a corporation organizing under the laws of the State of Florida with its principal office at located at METAMORPHOSE CONSULTANTS, INC., 5367 PARK PLACE CIRCLE, BOCA RATON, FL 33486 has named JUDITH ROMANOFF, located at METAMORPHOSE CONSULTANTS, INC., 5367 PARK PLACE CIRCLE, BOCA RATON, FL 33486, as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS

NAME	TITLE	SPECIFIC ADDRESS
JUDITH ROMANOFF	Pres./Sec.& D.	5367 PARK PLACE CIRCLE BOCA RATON, FL 33486
MARTIN R. HARRISON,	V.P.	5367 PARK PLACE CIRCLE BOCA RATON, FL 33486

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at above Florida designated address) in some conspicuous place in the office as required by Law.


JUDITH ROMANOFF
METAMORPHOSE CONSULTANTS, INC.
5367 PARK PLACE CIRCLE
BOCA RATON, FL 33486