

JEFFERSON BANK  OF FLORIDA

with Trust Department

301-41st STREET (ARTHUR GODFREY ROAD)
MIAMI BEACH, FLORIDA 33140 • TELEPHONE (305) 632-0451

P96000041883

May 6, 1996

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

RE: PISCES, INC.

400001815794
-05/09/96--01119--006
****122.50 ****122.50

Dear Sirs/Madam:

Enclosed herewith please find the following:

1. One (1) Certificate of Designation of Registered Agent/Registered Office regarding the above;
2. Articles of Incorporation regarding the above;
3. Check totalling \$122.50 to file the above.
4. Return envelope

Please find a stamped, self-addressed envelope provided for your convenience and return to the undersigned. Thank you.

Very truly yours,


Betsy Courshon
Legal Assistant

MAY 16 1996

/bc

Enclosure

FILED
95 MAY -9 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PISCES, INC.

FILED
96 MAY -9 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is **Pisces, Inc.**, and the place of business shall be located at:

301 41st Street
Miami Beach, Florida
33140

ARTICLE II

DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in any activities or businesses permitted under the laws of the United States or the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be five hundred (500) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this corporation is:

Marc Lipsitz, Esquire
301 41st Street, 4th Floor
Miami Beach, Florida 33140

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of this corporation are:

Arthur H. Courshon
301 41st Street
Miami Beach, Florida 33140

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Marc Lipsitz, Esq., 301 41st Street, Miami Beach, Florida 33140.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE IX

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

INDEMNIFICATION

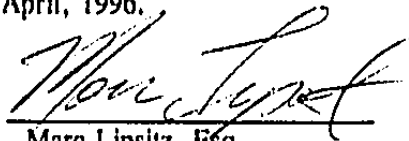
The corporation shall have the authority to indemnify any officer, director or member, or any former officer, director or member, to the full extent permitted by law.

ARTICLE XI

AMENDMENT TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of April, 1996.



Marc Lipsitz, Esq.

[i:\wp\lbp\misc\articles]

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PISCES, INC.

2. The name and address of the registered agent and office is:

MARC LIPSITZ, ESQ.

(Name)

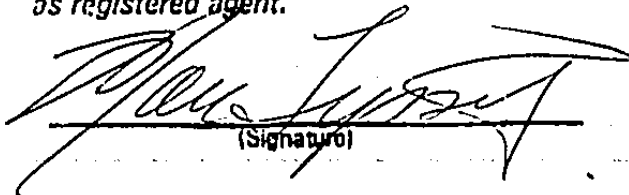
301-41ST STREET

(P.O. Box not acceptable)

MIAMI BEACH, FLORIDA 33140

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

FILED
9 MAY -9 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA