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May 28, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
Attention: Dana Farmer

100001848651
-06/03/96--01071--002
140.00 **70.00

Re: Advise, Corp. and The Transition Group, Inc.
Our File No. F73823/84653

Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the original Articles of Incorporation for each of the above-referenced corporations, together with a check in the amount of \$140.00 for the filing fee.

Please return the enclosed copies of the Articles of Incorporation stamped "Filed" to me in the enclosed self-addressed, stamped envelope.

Thank you for your consideration.

Sincerely,

Amy Recchio
Amy W. Recchio
Legal Assistant

Enclosures
AWR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 22 PM 1:58

FILED

**ARTICLES OF INCORPORATION OF
ADVISE, CORP.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **AdVise, Corp.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 20533 Biscayne Boulevard, Suite 457, Aventura, Florida 33180, and the mailing address of the Corporation is 20533 Biscayne Boulevard, Suite 457, Aventura, Florida 33180.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Frank Marra

Address

20533 Biscayne Boulevard
Suite 457
Aventura, FL 33180

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until his successor has been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Frank Marra	20533 Biscayne Boulevard Suite 457 Aventura, FL 33180

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Frank Marra	20533 Biscayne Boulevard Suite 457 Aventura, FL 33180

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of May, 1996.



Frank Marra, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Advise, Corp.
2. The name and address of the registered agent and office is:

Frank Marra
20533 Biscayne Boulevard
Suite 457
Aventura, FL 33180

SIGNATURE:
TITLE:


Incorporator

DATE: May 24, 1996

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


FRANK MARRA

DATE: May 24, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA