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**ARTICLES OF INCORPORATION  
OF**

**ALTERMAN ASSOCIATES, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

Alterman Associates, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 350 Spyglass Way, Jupiter, Florida, 33477.

**ARTICLE III**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV**

**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 350 Spyglass Way, Jupiter, Florida, 33477 and the initial registered agent of this Corporation at that address shall be Stanley B. Alterman.

Prepared by: Scott H. Margol, Esq., FL Bar #0522848  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

FILED  
96 MAY 31 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE V  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Stanley B. Altman  
350 Spyglass Way  
Jupiter, Florida 33477

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 30<sup>th</sup> day of May, 1996.

  
Stanley B. Altman, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligation imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0535.

  
Stanley B. Altman, Registered Agent

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Prepared by: Scott H. Mergel, Esq., FL Bar #0522848  
Rudon McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6680

**P96000046242**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**ALTERMAN ASSOCIATES, INC., a New Jersey corporation not qualified in  
Florida**

**INTO**

**ALTERMAN ASSOCIATES, INC., a Florida corporation, P96000046242**

**File date: November 5, 1996**

**Corporate Specialist: Steven Harris**

# P96000046242

11/04/96

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CONTACT: ANNE MARIE LA FERLA  
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ALTERMAN ASSOCIATES, INC.

AUDIT NUMBER.....H96000015521

DOC TYPE.....MERGER OR SHARE EXCHANGE

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CERT. COPIES.....1

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

**November 4, 1996**

**ALTERMAN ASSOCIATES, INC.**  
**350 SPYGLASS WAY**  
**JUPITER, FL 33477**

**SUBJECT: ALTERMAN ASSOCIATES, INC.**  
**REF: 896000046242**

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Corporate Specialist

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**CERTIFICATE OF MERGER  
OF  
ALTERMAN ASSOCIATES, INC., A NEW JERSEY CORPORATION  
INTO  
ALTERMAN ASSOCIATES, INC., A FLORIDA CORPORATION**

I, Stanley B. Alterman, being the President and Secretary of Alterman Associates, Inc., a New Jersey corporation, and I, Stanley B. Alterman, being the President and Secretary of Alterman Associates, Inc., a Florida corporation, hereby certify that pursuant to the provisions of Section 14A:10-7 and 14A:10-4.1, Corporations, General, of the New Jersey Statutes and Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Certificate of Merger:

1. The name of the "Surviving Corporation" is Alterman Associates, Inc., a Florida corporation. The name of the "Merging Corporation" is Alterman Associates, Inc., a New Jersey corporation.
2. The Plan of Merger of the Merging Corporation into the Surviving Corporation is as follows:

**Plan of Merger of  
Alterman Associates, Inc., a New Jersey corporation  
Into  
Alterman Associates, Inc., a Florida corporation**

a. The name of the corporation proposing to merge is Alterman Associates, Inc., a New Jersey corporation, which is hereinafter referred to as the "Merging Corporation," and the name of the corporation into which it proposes to merge is Alterman Associates, Inc., a Florida corporation, which is hereinafter designated as the "Surviving Corporation."

b. The terms and conditions of the proposed merger are as follows: shares of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation in consideration of the transfer of the assets of the Merging Corporation to the Surviving Corporation, and its assumption of all liabilities and obligations of the Merging Corporation.

c. No amendments to the articles of incorporation of the Surviving Corporation shall be effected in conjunction with this merger.

3. The Plan of Merger was adopted by the sole shareholder and the Board of Directors of Alterman Associates, Inc., a New Jersey corporation, by a Joint Corporate Action on

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July 19, 1996, in accordance with the provisions of Section 14A:10-1 of the New Jersey Statutes. The Plan of Merger was adopted by the sole shareholder and the Board of Directors of Alterman Associates, Inc., a Florida corporation by a Joint Corporate Action on July 19, 1996, in accordance with the provisions of Section 607.1103 of the Florida Statutes.

4. As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote, and the number and designation of the shares of any class or series entitled to vote as a class, are:

Name of Corporation	Total Number of Shares Entitled to Vote	Designation of each Class or Series Entitled to Vote as a Class	No. of Shares Entitled to Vote of each Class or Series
Alterman Associates, Inc., a New Jersey corporation	100	Common	100
Alterman Associates, Inc., a Florida corporation	100	Common	100

5. As to each corporation whose shareholders are entitled to vote, the number of shares voted for and against the plan respectively, and the number of shares of any class entitled to vote as a class that voted for and against the class are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
Alterman Associates, Inc., a New Jersey corporation	100	0	Common	100	0
Alterman Associates, Inc., a Florida corporation	100	0	Common	100	0

6. The merger shall become effective upon the filing of these Articles of Merger with the Secretaries of State of each of New Jersey and Florida.

7. The applicable provisions of the laws of the State of Florida will have been complied with upon filing and recording the Certificate of Merger with the Florida Department of State.

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8. The Surviving Corporation, a foreign corporation:

(i) agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of the Merging Corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation;

(ii) irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding. The post office address to which the Secretary of State shall mail a copy of the process in such proceeding is as follows:

350 Spyglass Way  
Jupiter, Florida 33477

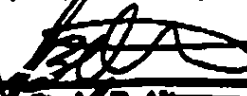

;and,

(iii) agrees that it will promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

9. The Surviving Corporation, Altman Associates, Inc., a Florida corporation, was incorporated on May 31, 1996, and is not authorized to do business in New Jersey and will not transact business in New Jersey unless and until an application for authority has been filed with the New Jersey Secretary of State.

IN WITNESS WHEREOF, we have signed this Certificate on the 19 day of July, 1996 and we affirm the statements contained therein as true under penalties of perjury.

Altman Associates, Inc., a New Jersey corporation

By:   
Stanley R. Altman, President  
By:   
Stanley R. Altman, Secretary

Altman Associates, Inc., a Florida corporation

Prepared by: Manuel R. Valcarol, IV, Esq., FL Bar #0079911  
Ruden McClosky, Esq., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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By:   
Stanley E. Albrecht, President

By:   
Stanley E. Albrecht, Secretary

Prepared by: Manuel R. Valcarlos, IV, Esq., FL Bar #0079911  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 3330  
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