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ACCOUNT NO. : 072100000032

REFERENCE : ~~972276~~ 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : May 31, 1996

ORDER TIME : 12:07 PM

ORDER NO. : 972276

CUSTOMER NO: 4303929

200001846282

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

96 MAY 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

DOMESTIC FILING

NAME: THE PSYCHIC COOPERATIVE, INC.

EFFECTIVE DATE:

96 MAY 31 PM 1:04
RECEIVED
DIVISION OF CORPORATIONS

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: ________

GB 5/31/96

ARTICLES OF INCORPORATION

OF

THE PSYCHIC COOPERATIVE, INC.

96 MAY 31 PM 2:20

ARTICLE I

The name of the corporation is THE PSYCHIC COOPERATIVE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 6299-M La Costa Drive, Boca Raton, Florida 33433.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of $0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 6299-M La Costa Drive, City of Boca Raton, County of Palm Beach, State of Florida 33433, and the name of its initial registered agent at such office is Matthew McDonald.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Matthew McDonald
6292-M La Costa Drive
Boca Raton, Florida 33433

ARTICLE VII

The name of the Incorporator is Matthew McDonald and the address of the Incorporator is 6292-M La Costa Drive, Boca Raton, Florida 33433.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day May, 1996.

Matth A. McDonald

Matthew McDonald - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE PSYCHIC COOPERATIVE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Matth A. McDonald

Matthew McDonald - Registered Agent

Dated: May 29, 1996

96 MAY 31 PM