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P96000047804

May 28, 1996

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

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-05/31/96--01069--009
*****78.75 *****78.75

RE: Boca Planning Group, Inc.

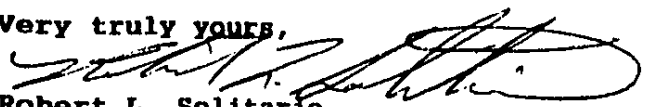
Dear Madam/Sir:

Enclosed please find the original Articles of Incorporation for Boca Planning Group, Inc., as well as a photocopy of the same.

Additionally, enclosed is a check in the amount of \$78.75 for the cost of incorporation and certificate of status.

Thank you for your cooperation with respect to this matter. If you have any questions please do not hesitate to contact me at the above address.

Very truly yours,


Robert L. Solitario
RLS/sl

Enclosure

*corrected
corp name
(suffix)*

5/6/5

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BOCA PLANNING GROUP, INC.

ARTICLE I
NAME

The name of this corporation is BOCA PLANNING GROUP, INC.

ARTICLE II
PURPOSE

The purpose for which corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporations Act of the State of Florida. These shall include but not be limited to the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings and to have a Corporate Seal. The corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or other wise deal with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any and all its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida. It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the state for the administration and regulations of the affairs of the corporation. The corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of government Policy.

The corporation shall further have the power to pay pensions and establish pension

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plans and other incentive plans for any and all of its directors, officers and employees of its subsidiaries. It may be a promoter, incorporator, general partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any other government body. The corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE III **CAPITAL STOCK**

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

ARTICLE IV **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT** **AND CORPORATION'S PRINCIPAL OFFICE ADDRESS**

The street address of the initial registered office and principal place of business of this corporation is:

Boca Planning Group, Inc.
2 East Camino Real
Suite 117
Boca Raton, Florida 33432

The name of the initial registered agent of this corporation is:

**Harvey Hogg
2 East Camino Real
Suite 117
Boca Raton, Florida 33432**

ARTICLE VI DIRECTORS

This corporation shall have four (4) director. 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 name of the initial directors of this corporation are:

Harvey Hogg **Bryan Dally**

Arthur Athalnas **James Simons**

ARTICLE VII

OFFICERS

The initial officers of this corporation shall be:

Harvey Hogg : President

Brian Daily : Vice President

James Simons : Treasurer

Arthur Athanas: Secretary

ARTICLE VIII
COMMENCEMENT OF EXISTENCE

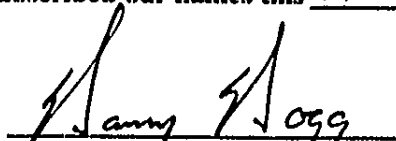
The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State.

**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, we have subscribed our names this 29th
day of May, 1996.

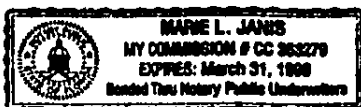

Harvey Hogg, President
and Incorporator

STATE OF FLORIDA)
 :S.S.
COUNTY OF PALM BEACH)

On this 29th day of May, A.D., 1996, before me, a Notary Public for the State of Florida, the undersigned officer personally appeared Harvey Hogg who has produced a State of Florida Drivers license and is known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same of the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official

seal.



Notary Public

My Commission Expires:



RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
MAY 31 1996
PM 3:22

ACCEPTANCE FOR REGISTERED AGENT

Having been named to accept service of process for Boca Planning Group, Inc. , at the place designated in ARTICLE V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 29 day of May, 1996.

Harvey Hogg
Harvey Hogg
Registered Agent