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LAW OFFICE
ROBERT J. BOGDANOFF
70 SOUTHEAST FOURTH AVENUE
DELMAY BEACH, FLORIDA 33480

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May 31, 1996

Florida Department of State
Division of Corporations
The Capital, Room 2001
Post Office Box 6327
Tallahassee, Florida 32314

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-06/04796--01115--017
*****70.00 *****70.00

Attention: New Filing Section

Re: D.K. HEINZ & ASSOCIATES, INC.

Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation of
D.K. HEINZ & ASSOCIATES, INC.

Also enclosed, and attached to the articles is an original of
the "Consent to Appointment As Registered Agent" form and a check
in the amount of one hundred twenty-two and 50/100 (\$122.50)
Dollars, payable to your office for the following expenses:

Filing fee	\$35.00
Designation and Acceptance of Registered Agent	\$35.00
Total	\$70.00

Thank you for your prompt attention to this matter.

Very truly yours,

ROBERT J. BOGDANOFF

RJB:lmc

enclosures: Articles of Incorporation
Consent of Registered Agent
Check- \$70.00

FILED
96 JUN 3 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
D.K. HEINZ & ASSOCIATES, INC.

I, the undersigned natural person of the age of twentyone years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is D.K. HEINZ & ASSOCIATES, INC.

ARTICLE II. GOVERNING LAW

This corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III. DURATION

The period of its duration is perpetual, commencing on the date of execution and acknowledgment of these articles on May 31, 1996.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value stock.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 70 Southeast Fourth Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is ROBERT J. BOGDANOFF, Esq. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME	ADDRESS
DIANE K. HEINZ	1699 Las Casas Boca Raton, Florida 33486

5/31/96
FILED
CLERK OF CIRCUIT COURT
IN AND FOR
STATE OF FLORIDA

ARTICLE VIII. INCORPORATORS

The name and address of the persons signing these articles are:

NAME
DIANE K. HEINZ

ADDRESS
1699 Las Casas
Boca Raton, Florida 33486

ARTICLE IX. INDEMNIFICATION

This corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. RESTRICTION ON THE TRANSFER OF STOCK

The shares of capital stock of this corporation held by any shareholder may not be resold, pledged, hypothecated, mortgaged, or otherwise transferred to other persons or entities unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

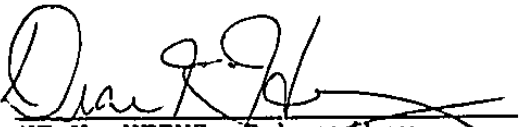
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. CORPORATE MAILING ADDRESS

The initial principal office of the corporation is: 1699 Las Casas, Boca Raton, Florida 33486, and, the mailing address of the corporation is: 1699 Las Casas, Boca Raton, Florida 33486.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 31st day of May, 1996.


DIANE K. HEINZ, Subscriber

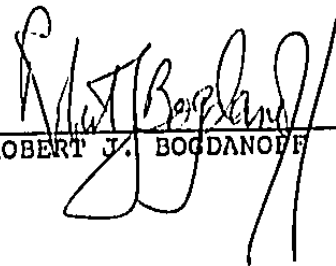
FILED
96 JUN -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Florida Department of State
Division of Corporations
The Capital, Room 2001
Post Office Box
Tallahassee, Florida 32301

I, ROBERT J. BOGDANOFF, do hereby consent to serve as
registered agent for the corporation: D.K. HEINZ & ASSOCIATES, INC.

This 31st day of May, 1996.



ROBERT J. BOGDANOFF

Address of registered agent:

70 Southeast Fourth Avenue
Delray Beach, Florida 33483