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LAW OFFICE OF
GARY M. APPELBLATT
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Sacramento, CA 95864

Gary M. Appelblatt*
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* Admitted in California and Florida

June 4, 1996

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Ross, Forster, Scillia & Brooks, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 AM 12:36
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-06/12/96--01013--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above-named corporation along with the Certificate of Designation Registered Agent/Registered Office. I do not require certification.

My firm's check has been made payable to the Department of State, Divisions of Corporations, but the amount has been left blank. Please fill in the appropriate fee for filing of said documents.

Last, when returning my documents, in the enclosed priority mail envelope, please also forward a current fee schedule and any current over the counter publications for the last few months. Thank you.

Sincerely,

Gary M. Appelblatt

GMA/ld
Enclosure

6/7

ARTICLES OF INCORPORATION
OF
ROSS, FORSTER, SCILLIA & BROOKS, INC.

96 JUN -7 PM 12:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The name of this Corporation is Ross, Forster, Scillia & Brooks, Inc.

II

The initial principal office address and the mailing address of the Corporation shall be 2805 East Oakland Park Blvd., Suite 110, Ft. Lauderdale, Florida 33306.

III

The Corporation is authorized to issue one class of voting shares, designated respectfully "Common Stock". Five million (5,000,000) shares of Common Stock may be issued with no par value.

IV

The name and address in Florida of the Corporation's initial registered agent for service of process is: Michael V. Scillia, 2805 East Oakland Park Blvd., Suite 110, Ft. Lauderdale, Florida 33306.

V

The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblatt, Esq.	Gary M. Appelblatt, Esq.
3610 American River Drive, Suite 112	2805 East Oakland Park Blvd., Suite 110
Sacramento, California 95864	Ft. Lauderdale, Florida 33306

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 3, 1996.


Gary M. Appelblatt, Esq.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Gary M. Appelblatt, Esq.

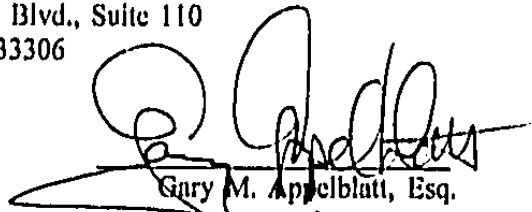
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

RECEIVED
DIVISION OF CORPORATIONS
JUN -7 AM 12:38

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 **Ross, Forster, Scillia & Brooks, Inc.**
2. The name and address of the registered agent and office is:

Mr. Michael V. Scillia
2805 East Oakland Park Blvd., Suite 110
Ft. Lauderdale, Florida 33306



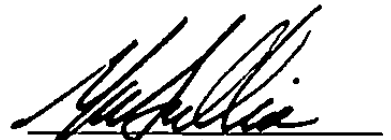
Gary M. Appelblatt, Esq.

Incorporator
3610 American River Drive, Suite 112
Sacramento, CA 95864

2805 East Oakland Park Blvd., Suite 110
Ft. Lauderdale, Florida 33306

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: June 4, 1996



Michael V. Scillia