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LAW OFFICE OF
DREW M. LEVITT

1301 WEST NEWPORT CENTER DRIVE
DEERFIELD BEACH, FLORIDA 33442

DREW M. LEVITT*
DENA R. TAUB

* ADMITTED IN NEW YORK

TELEPHONE
(954) 419-1360
TELEFAX
(954) 360-7322

June 6, 1996

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Law Offices of Drew
M. Levitt, P.A.

Dear Sir:

I am enclosing herewith two original copies of Articles of
Incorporation for the Law Offices of Drew M. Levitt, P.A., together
with Mr. Levitt's check in the amount of \$122.50. Upon completion
of filing, kindly return a certified copy to the undersigned.

Very truly yours,

Barbara A. Sweginnis
Barbara A. Sweginnis
Legal Assistant

/bas
Encs.

VIA FEDERAL EXPRESS

6/12/96
TH

**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF DREW M. LEVITT, P.A.**

FILED
96 JUN 10 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LAW OFFICES OF DREW M. LEVITT, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a law office.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares, par value \$1.00 per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1301 West Newport Center Drive, Deerfield

Beach, Florida 33442, and the name of the initial registered agent of this corporation at that address is DREW M. LEVITT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased, from time to time, by the By-Laws, however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial Board of Directors of the corporation is:

DREW M. LEVITT
1301 West Newport Center Drive
Deerfield Beach, FL 33442

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

DREW M. LEVITT
1301 West Newport Center Drive
Deerfield Beach, FL 33442

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 6 day of June,
1996.

Drew Levitt
DREW M. LEVITT
Incorporator

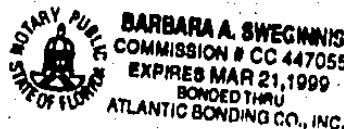
STATE OF FLORIDA)
 : ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared DREW
M. LEVITT, known to be and personally known to me to be the person
who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the within Articles of
Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above, this 6 day of June, 1996.

Barbara A. Swegnnis
NOTARY PUBLIC

My Commission Expires;



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

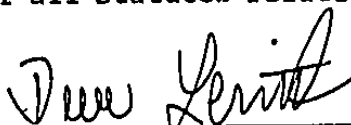
In compliance with Sections 46.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that the LAW OFFICES OF DREW M. LEVITT, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1301 West Newport Center Drive, Deerfield Beach, FL 33442, has named DREW M. LEVITT, located at 1301 West Newport Center Drive, Deerfield Beach, FL 33442, as its agent to accept service of process within Florida.

Dated: June 6, 1996


DREW M. LEVITT - Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


DREW M. LEVITT
Registered Agent

FILED
96 JUN 10 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA