

P960090 54952
WEISSMAN, DERVISHI, BORCO & NORDLUND, P.A.

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33131

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June 25, 1996

Via Federal Express

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-06/26/96--01122--019

****122.50 ****122.50

Re: Tadross & Company, Inc.

Dear Sir or Madam:

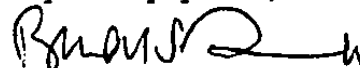
Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Tadross & Company, Inc. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$ 122.50

Upon your receipt and filing of the documents, please send me, at the address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Very truly yours,



Brian S. Dervishi

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DMC
6/27/96

FILED
96 JUN 26 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

96 JUN 26 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE INAME

The name of the corporation shall be "TADROSS & COMPANY, INC."

ARTICLE IIPRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be HARBOR BAY PLAZA, 3418 S.E. OCEAN BLVD.,
STUART, FLORIDA 34996.

ARTICLE IIISHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

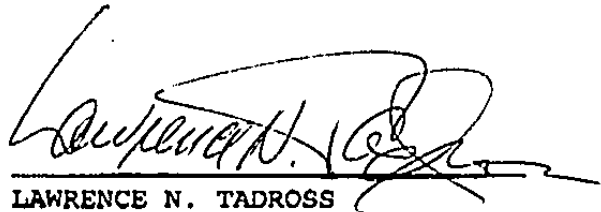
ARTICLE IV**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is BRIAN S. DERVISHI, ESQ., Weissman, Dervishi, Borgo & Nordlund, P.A., International Place, 26th Floor, 100 Southeast 2nd Street, Miami, Florida 33131.

ARTICLE V**INCORPORATOR AND INITIAL DIRECTOR**

The name and street address of the sole incorporator and subscriber to these Articles of Incorporation and sole initial director is LAWRENCE N. TADROSS, 4 Tisbury Court, Scotch Plains, New Jersey 07076-3130.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of JUNE, 1996.



LAWRENCE N. TADROSS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED

96 JUN 26 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 to designate its Registered Office and Registered Agent in the State of Florida.

1. The name of the corporation is "TADROSS & COMPANY, INC."
2. The name and address of the registered agent and office is:

BRIAN S. DERVISHI, ESQ.
Weissman, Dervishi, Borgo & Nordlund, P.A.
International Place, 26th Floor
100 Southeast 2nd Street
Miami, Florida 33131

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 1, 1996

Brian S. Dervishi
BRIAN S. DERVISHI