

Michael A. Shapiro

Law Offices

Irwin S. Gars

Of Counsel

June 28, 1996
Via U.S. Priority Mail Service

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

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-07/02/96--01141--015
****122.50 ****122.50

RE: E. B. SWANN, INC.

To whom it may concern:

I am enclosing herewith:

1. Irwin S. Gars, Esquire Trust Account check in the amount of \$122.50 for payment of the filing and certified copy fees for the enclosed Articles of Incorporation.
2. Two (2) fully executed copies of the Articles of Incorporation for *E. B. SWANN, Inc.*

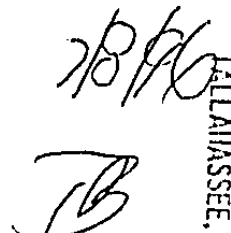
Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and return one (1) certified copy to the attention of the undersigned as soon as possible.

If you have any questions or require further information, please call me collect prior to returning any documents. Thanking you in advance for your cooperation.

Sincerely yours,


IRWIN S. GARS

Enclosures
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96 JUL -2 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
E. B. SWANN, INC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: **E. B. SWANN, INC.**

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows:

Irwin S. Gars, 2665 South Bayshore Drive, Suite M-103, County of Dade, Coconut Grove, Florida 33131

FILED
JUL - 2 11:07
CLERK OF DISTRICT COURT
JUL - 2 11:07
CLERK OF DISTRICT COURT

ARTICLE VII - PRINCIPAL ADDRESS OF CORPORATION

The principal office address of the Corporation is:

3435 Bayshore Boulevard, #1701, Tampa, Hillsborough County, Florida 33611

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Eli Blumenfeld — Director; 3435 Bayshore Boulevard, #1701, County of Hillsborough, Tampa, Florida 33611

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial Registered Agent of this Corporation is:

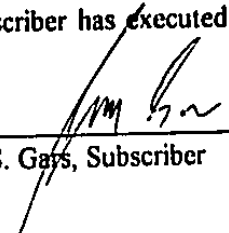
Irwin S. Gars, 2665 South Bayshore Drive, Suite M-103, County of Dade, Coconut Grove, Florida 33131

ARTICLE X - OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

Eli Blumenfeld — President and Secretary

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of June, 1996.



Irwin S. Gars, Subscriber

STATE OF FLORIDA

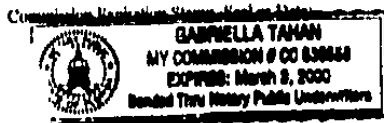
COUNTY OF DADE

SS:

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Irwin S. Gars, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of June, 1996.

Gabriella Tahan
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: Gabriella Tahan



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: §607.034 and §607.037 of the Florida Statutes.

Irwin S. Gars
IRWIN S. GARS, Registered Agent
DATED: June 25, 1996

clients/blumfld/EHSWANN.AOI