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OF COUNSEL

August 1, 1996

*Return to
R/U ASIF*

FILED
95 AUG -2 PM 2:30
TALLAHASSEE, FLORIDA

Attorneys' Title Insurance Fund
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301
Attn: Corporate Records Filing

VIA FEDERAL EXPRESS

RE: Richard's of Boynton, Inc.
Our File No. 11050.02000

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Dear Sir/Madam:

Enclosed are Articles of Incorporation for the referenced corporation, our cover letter to the Secretary of State and a check in the amount of \$122.50.

Please file the Articles on a TOP PRIORITY basis and return the documents to our firm via Federal Express. We would also appreciate receiving a telephone call after the Articles have been filed. Please call Lisa Schmitt at our office to confirm this filing.

Thank you in advance for your assistance in this matter. Should you have any questions, please contact Lisa Schmitt.

Very truly yours,

Jeffrey M. Clyman
Jeffrey M. Clyman

JMC/lcs
enclosures

cc: Richard's of Boynton, Inc.

BROWN AUG - 2 1996

ARTICLES OF INCORPORATION
OF
RICHARD'S OF BOYNTON, INC.

FILED
95 AUG -2 PM 2:30
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Richard's of Boynton, Inc. and the principal office of the corporation is located at 4740 North Congress Avenue, Lantana, Florida 33462.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is TEN THOUSAND (10,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 4740 North Congress Avenue, Lantana, Florida 33462, and the name of the initial registered agent at that address is Richard Julylia.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

Richard Julylia, 4740 North Congress Avenue, Lantana,
Florida 33462

Lucille Julylia, 4740 North Congress Avenue, Lantana,
Florida 33462

ARTICLE VIII. INCORPORATOR

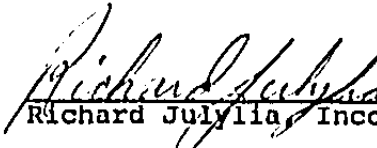
The name and address of the incorporator is:

Richard Julylia, 4740 North Congress Avenue, Lantana,
Florida 33462

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this
1 day of August, 1996.


Richard Julylia, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, Richard Julylia, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 1 day of August, 1996.

(SEAL)


Notary Public, State of Florida
My Commission Expires:



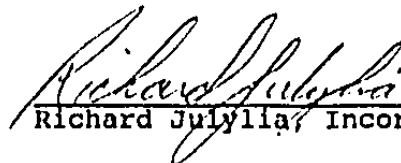
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
26 AUG -2 PM 2:30
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

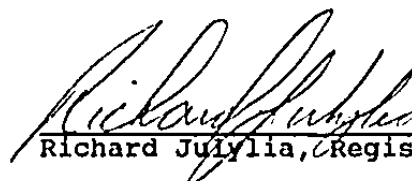
Richard's of Boynton, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 4740 North Congress Avenue, Lantana, Florida 33462, County of Palm Beach, State of Florida, has named Richard Julylia, located at 4740 North Congress Avenue, Lantana, Florida 33462, as its agent to accept service of process within Florida.

DATE: 8/1/96


Richard Julylia, Incorporator

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

DATE: 8/1/96


Richard Julylia, Registered Agent