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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047390 4312767

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : August 8, 1996

ORDER TIME : 11:02 AM

ORDER NO. : 047390

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.
KLINE MOORE & KLEIN

Grand Bay Plaza, #903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: FERBER ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

CP
8/8/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -8 PM 3:19

ARTICLES OF INCORPORATION

96 AUG -8 PM 3:19

OF

FERBER ENTERPRISES, INC.

I.

The name and address of this corporation are: FERBER ENTERPRISES, INC., c/o Kutner, Rubinoff & Bush, 501 N.E. First Avenue, Miami, Florida 33132-1998.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: c/o Kutner, Rubinoff & Bush, P.A., 501 N.E. First Avenue, Miami, Florida 33132-1998 and the name of the initial registered agent of this corporation at that address is: EDWARD G. RUBINOFF.

VI.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation shall be:

**JONATHAN A. FERBER
5555 S.W. 101st Street
Miami, Florida 33156.**

VII.

The name and address of the incorporator shall be:

JONATHAN A. FERBER
5555 S.W. 101st Street
Miami, Florida 33156.

VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

X.

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

XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 19th day of July, 1996.

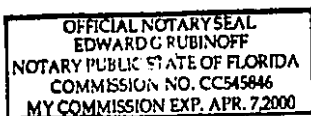

JONATHAN A. FERBER

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared JONATHAN A. FERBER, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1996.


NOTARY PUBLIC, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First that FERBER ENTERPRISES, INC., desiring to organize
under the laws of the State of Florida, with its registered office,
as indicated in Articles of Incorporation has named EDWARD G.
RUBINOFF, located at 501 N.E. First Avenue, Miami, Florida 33132-
1998, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, the
undersigned hereby accepts to act in this capacity, and agrees to
comply with the provisions of said Act relative to keeping open
said office.


EDWARD G. RUBINOFF

FILED STATES
SECRETARY OF SERVICES
DIVISION OF
96 AUG -8 PM 3:19