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H. COOPERMAN
10340 N.W. 14TH ST.
PLANTATION, FL. 33322

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CORPORATION NAME(S) & DOCS

NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
55 AUG -8 PM 3:32
TILMUSSE, FLORIDA

8/10/96
11

ARTICLES OF INCORPORATION
OF
ERC Inc..

FILED
JAN 3 1982
CLERK OF COURT
JAN 3 1982

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these articles of incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other acts mandatory thereof and supplemental thereto.

FIRST: The name of the corporation is
ERC Inc..

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following
shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	300	NONE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o, Howard Cooperman 10340 NW 14 Street, Plantation, FL 33322 and the name of the registered agent at said address is Howard Cooperman.

<u>FIFTH:</u>	<u>The name and address of the incorporators are as follows:</u>
<u>NAME</u>	<u>ADDRESS</u>
Howard Cooperman	10340 NW 14 Street, Plantation, FL. 33322
Marcia Cooperman	10340 NW 14 Street, Plantation, FL. 33322

SIXTH: The initial Board of Directors; to hold office until the first annual meeting of the shareholders or until successors are elected and qualify, shall consist of one (1); the name and the address of the directors constituting the initial board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Howard Cooperman	10340 NW 14 Street, Plantation, FL. 33322
Marcia Cooperman	10340 NW 14 Street, Plantation, FL. 33322

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this 5 day of August 1996, made and subscribed these articles of Incorporation at Plantation, Florida for the use and purposes aforesaid.


HOWARD COOPERMAN (SEAL)
Howard Cooperman


MARCIA COOPERMAN (SEAL)
Marcia Cooperman

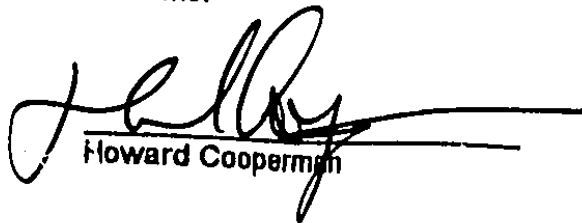
ACCEPTANCE AS REGISTERED AGENT
OF
ERC Inc.

FILED
55 AUG-8 PM 5:32
TALLAHASSEE, FLORIDA

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.

Dated: August 5, 1986

ERC Inc.


Howard Cooperman

Registered Office Address
10340 NW 14 Street
Plantation, FL 33322