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ACCOUNT NO. : 072100000032

REFERENCE : 054889 100534A

AUTHORIZATION :

Patricia Pujett

COST LIMIT : \$ 70.00

ORDER DATE : August 15, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 054889

CUSTOMER NO: 100534A

CUSTOMER: Mr. Stanley R. Rosen
ADLER GROUP, INC.

1400 Northwest 107th Avenue
4th Floor
Miami, FL 33172

DOMESTIC FILING

NAME: ADLER PCC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

8/15/96

RECEIVED
96 AUG 15 PM 12:10
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 15 PM 3:25

ARTICLES OF INCORPORATION
OF

ADLER PCC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 15 PM 3:26

ARTICLE I

The name of the corporation is ADLER PCC, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is City of Miami, County of Dade, and the name of its initial registered agent at such office is Joel Levy, 1400 N.W. 107th Avenue, Miami, Florida 33172.


ARTICLE V

The name of the Incorporator is Joel Levy and the address of the Incorporator is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of August, 1996.



Joel Levy, Incorporator

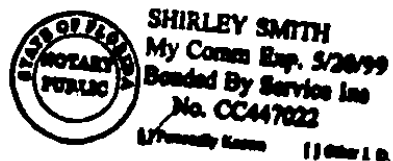
ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Joel Levy, to me described who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 14th day of August, 1996.


Notary Public



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ADLER
PCC, INC., hereby accepts such designation and is familiar with,
and accepts, the obligations of such position, as provided in
Florida Statutes Section 607.0505.



Joel Levy, Registered Agent

DATED: August 14, 1996

FILED
STATE OF FLORIDA
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