

KIPNIS TESCHER LIPPMAN VALINSKY & KAIN

ATTORNEYS AT LAW  
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August 13, 1996

VIA FEDERAL EXPRESS

Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200001921952  
-09/14/96--01075--005  
\*\*\*122.50 \*\*\*122.50

Attn: New Filings Section

Re: Associated Services Consultants, Inc. ("Company")

Dear Sir/Madam:


On behalf of the Company, enclosed herewith please find the following:

1. Articles of Incorporation;
2. Check made payable to the Secretary of State in the amount of \$122.50., representing the filing fee.

We enclose herewith as well, a Federal Express package and airbill for your return of the Certificate of Filing to the undersigned.

Please do not hesitate to call me should you have any questions concerning the foregoing.

Sincerely,

  
Jay Valinsky

JV/sj  
Enclosures

usr\agk\assoc

FILED  
96 AUG 14 PM 5:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No.

FILED  
96 AUG 14 PM 5:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ASSOCIATED SERVICES CONSULTANTS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Associated Services Consultants, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 6565 Taft Street, Hollywood, Florida 33024.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

Fax Audit No.

Prepared by: Kipnis Tescher Lippman  
Valinsky & Kain  
One Financial Plaza  
Suite 2308  
Ft Lauderdale, FL 33394  
954-467-1964  
Jay L. Valinsky, Esq. FBN 625019

9999/94-14114

Fax Audit No.

ARTICLE IV

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay L. Valinsky  
One Financial Plaza  
Suite 2308  
Fort Lauderdale, FL 33394

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay L. Valinsky  
One Financial Plaza  
Suite 2308  
Fort Lauderdale, FL 33394

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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2 Valinsky & Kain  
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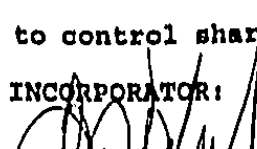
Fax Audit No.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Jay L. Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Jay L. Valinsky

THESE ARTICLES ARE TO BE EFFECTIVE

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