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KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

1970 MIAMI CENTER
201 SOUTH BIRDAWAYNE BOULEVARD

MIAMI, FLORIDA 33136 AUG 19 PM 2:40

ALAN J. KLUGER
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIMBERLY D. KOLBACH
CHAIRMAN T. GALL
RONNY J. HALPERIN
TODD A. LEVINE
DEBORAH D. TALENFELD
MICHAEL B. PERISS
JASON B. GLETSKY

August 16, 1996

OF COUNSEL
RICHARD A. SHAPIROSTEIN
JAMES H. LONGACRE
*ADMITTED VA ONLY

By Federal Express

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: 26th Parallel Ind., Inc.

Dear Sir or Madam:

Enclosed please find the following documents to incorporate the above-referenced entity:

1. Articles of Incorporation
2. Certificate of Registered Agent.

Enclosed is our firm's check in the amount of \$122.50 which represents the filing and certified copy fee. Please file the enclosed Articles on an expedited basis, fax a copy to this office to the attention of Todd Levine, Esquire, and return a certified copy of same in the envelope provided.

Thank you for your assistance in this matter, and please do not hesitate to contact us if you have any questions.

Sincerely,

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

Ronny J. Halperin
Ronny J. Halperin

RJH/ccp
Enclosures
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PH
8/21/96

ARTICLES OF INCORPORATION

OF

26TH PARALLEL IND., INC.

FILED

26 AUG 19 PH 2:40

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is 26th Parallel Ind., Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is 26th Parallel Ind., Inc. c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131, and the corporation's mailing address is Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Ronny J. Halperin, Esquire. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Jeffry Bassin
c/o Ronny J. Halperin, Esq.
Kluger, Peretz, Kaplan & Berlin, P.A.
201 So. Biscayne Blvd.
Suite 1970
Miami, FL 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

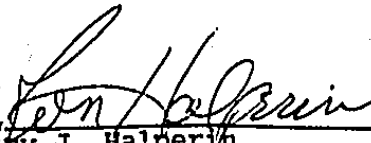
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16 day of August, 1996.



Ronny J. Halperin

CERTIFICATE OF REGISTERED AGENT

OF

26TH PARALLEL IND., INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That 26th Parallel Ind. Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Ronny J. Halperin, Esquire, located at 1970 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 16TH day of August, 1996.



RONNY J. HALPERIN