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*Law Offices
Suzin and Camner*

PROFESSIONAL ASSOCIATION
25TH FLOOR
1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131-3258
(305) 577-0600

August 19, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Ms. Gibson:

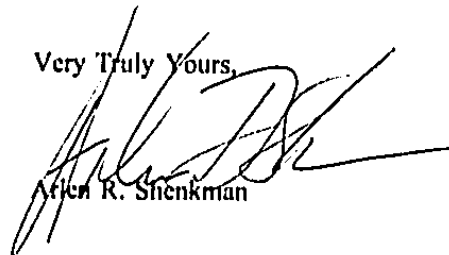
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****122.50 ****122.50

Please find enclosed the following:

1. A copy of the Articles of Incorporation of "Fran Zechter, Professional Association."
2. A check in the amount of \$122.50 for filing fees, registered agent designation and a certified copy of the Articles of Incorporation.

Should you have any questions regarding the above-referenced matter please contact me at (305) 577-0600.

Very Truly Yours,


Arlen R. Shenkman

W96-17812

Arlen R. Shenkman GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. suffix
DATE 9-6-96
DOC. EXAM dlz

SEP 06 1996

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SEP 6 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 23, 1996

ARLEN R. SHENKMAN
STUZIN AND CAMNER, PA
1221 BRICKELL AVE., 25TH FLOOR
MIAMI, FL 33131-3258

SUBJECT: FRAN ZECHTER, PROFESSIONAL ASSOCIATION
Ref. Number: W96000017812

We have received your document for FRAN ZECHTER, PROFESSIONAL ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00040192

ARTICLES OF INCORPORATION
FOR

FRAN ZECHTER, INC.

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JL
-15A

The undersigned, acting as incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is FRAN ZECHTER, INC.

ARTICLE II

The principal office and mailing address of this corporation is 21700 Hammock Point Drive, Boca Raton, Florida 33433.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are in any aspect or phase of business consulting.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, \$.01 par value.

ARTICLE VI

The street address of the initial registered office is 21700 Hammock Point Drive, Boca Raton, Florida 33433. The name of the corporation's registered agent at such address is Arlen Shenkman.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

ARTICLE VIII

The name and address of the incorporator is Arlen Shenkman, 21700 Hammock Point Drive, Boca Raton, Florida 33433.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

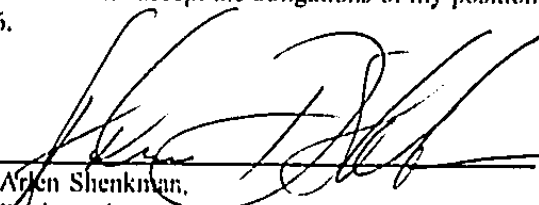
ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Arlen Shenkman, being the Incorporator of Fran Zechter, INC.
make and file these Articles of Incorporation this 19th day of August, 1996.


Arlen R. Shenkman, Incorporator

IN WITNESS WHEREOF, I, Arlen Shenkman, having been named the Registered Agent and
to accept service of process for Fran Zechter, INC. at the place designated in these
Article of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of my position
as Registered Agent this 19th day of August, 1996.


Arlen Shenkman,
Registered Agent

FILED
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CLERK