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ATTORNEY AT LAW

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September 6, 1996

Secretary of State  
409 E. Gaines St.  
Tallahassee, Florida 32314  
Attn: Filing Dept.

300001945153  
-09/11/96--01096--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SIRS (NY), Inc.

Gentlemen:

Enclosed and filed herewith are the original and one copy of the Articles of Incorporation for the above captioned company.

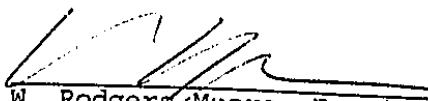
Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check number 1553 in the amount of \$122.50 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

By:

  
W. Rodgers Moore, Esquire

WRM/dmc  
Enclosures

*Called 9/12/96 gave  
authorization by phone  
to add the "acceptance of R.A."*

FILED  
96 SEP 11 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SIRS (NY), INC.

FILED  
95 SEP 11 PM 3:14  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is: SIRS (NY), Inc.  
The principal address is: 1100 Holland Drive, Boca Raton, Fl. 33427

ARTICLE II  
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, par value shall be \$0.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

W. Rodgers Moore      7623 Sierra Terrace  
Boca Raton, FL. 33433

**ARTICLE VII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

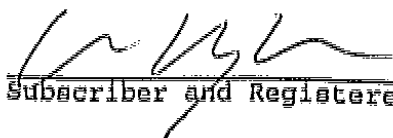
ARTICLE VIII  
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is W. Rodgers Moore, 4800 N. Federal Highway, Suite 210-A Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 6 day of September, 1996. I hereby accept the designation as registered agent for the above corporation.

  
Subscriber and Registered Agent

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6 day of September, 1996 by W. Rodgers Moore, who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.

  
Notary Public

Rosemary M. Shapiro  
(Print Name)

My Commission Expires:



SIRS\NYART, INC  
09/06/96