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TAMPA, FLORIDA
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September 10, 1996

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

000001946050
-09/12/96---01091---000
***122.50 ***122.50

Re: ECKEX, INC.

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott

Cathy M. Scott
Legal Assistant to
Brad Tomtishen

CMS/md
ENCLOSURES

cc: Mr. Irwin Miller (w/enc.)
Mr. Philip Benjamin (w/enc.)
James B. Soble, Esq.
Brad M. Tomtishen, Esq.

WPB/90223.1/53380-49345

SN SEP 13 1996

Sept. 10, 96

ARTICLES OF INCORPORATION
OF
ECKEX, INC.

1996-09-10
12:01:32
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ECKEX, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

2121 East Vina Del Mar Boulevard
St. Petersburg Beach, Florida 33706

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on September 10, 1996.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall consist of the following:

- a) 5,000 shares of Class M Common Stock, par value \$.01 per share;
- and
- b) 5,000 shares of Class B Common Stock, par value \$.01 per share

Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

Except as set forth in the following two sentences, each share of Class M Common Stock and each share of Class B Common Stock shall be of equal rank and identical in every respect, including but not limited to the right to dividend and other distributions. Any action of the Corporation which requires approval of the stockholders of the Corporation (whether pursuant to applicable law, these Articles of Incorporation or otherwise) must be approved separately by the holders of each class of stock. Subject to the provisions of any applicable law, these Articles of Incorporation or the Bylaws with respect to the closing of the transfer books, the holders of outstanding shares of Class M Common Stock shall exclusively possess the voting power to elect one-half of the directors of the Corporation (the "Class M Directors") and the holders of outstanding shares of Class B Common Stock shall exclusively possess the voting power to elect the other one-half of the directors of the Corporation (the "Class B Directors"), each holder of record of shares of Class M or Class B Common Stock being entitled to one vote for each share of Class M or Class B Common Stock standing in his name on the books of the Corporation.

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall Indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the Initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME	ADDRESS
Irwin Miller	2121 East Vina Del Mar Blvd. St. Petersburg Beach, FL 33706
Philip Benjamin	6650 Sunset Way, Apt. 419 St. Petersburg, FL 33706

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of September, 1996.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 10th day of September, 1996.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

WP1190218.1/53380-49345

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STATE
TALLAHASSEE, FLORIDA