

RICHARD POZNICK

2994 Jog Road
Green Acres, FL 33403
(407) 966-4000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

10000015415141
-09/16/96 --01057 --020
***122.50 ***122.50

Re: Articles of Incorporation of POZNICK & ASSOCIATES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the subject Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$122.50 is enclosed in payment of the following fees for incorporation:

Filing Fees:	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL:	\$122.50

Your prompt and expeditious handling of this matter will be greatly appreciated. I have also enclosed for your use a self-addressed, stamped envelope for return of the Certificate of Incorporation and certified copy of the Articles of Incorporation.

Thank you for your time and cooperation in this regard.

Very truly yours,

Richard Poznick
RICHARD POZNICK

/kmb
Enclosures: As Above

**ARTICLES OF INCORPORATION
OF
POZNICK & ASSOCIATES, INC.**

THE UNDERSIGNED Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

POZNICK & ASSOCIATES, INC.

The address of the principal office of this corporation shall be:

**2994 Jog Road
Green Acres, FL 33463**

and the mailing address of the corporation shall be the same.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

ARTICLE V - ADDRESS AND AGENT

The street address of this corporation's initial registered office in Florida shall be:

**2994 Jog Road
Green Acres, FL 33463**

and the name of the initial registered agent of the corporation at that address is **Richard Poznick**.

56 SEP 16 PM 1:37
CLERK OF THE COURT
STATE OF FLORIDA

POZNICK & ASSOCIATES, INC.

ARTICLE VI - INCORPORATOR

The name and street address of the sole Incorporator to these Articles of Incorporation is:

Richard Poznick

2994 Jog Road

Green Acres, FL 33463

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9 day of SEPTEMBER, 1996.



RONALD EKASALA
COMMISSION # CC 555892
EXPIRING MAY 10, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

A handwritten signature in cursive script, reading "Ronald Ekasala".

A handwritten signature in cursive script, reading "Richard Poznick".

RICHARD POZNICK, Sole Incorporator

POZNICK & ASSOCIATES, INC

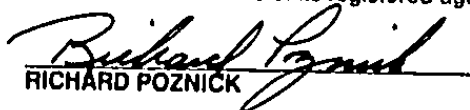
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance therewith:

That **POZNICK & ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Palm Beach, at 2994 Jog Road, Green Acres, Florida 33463 has named **Richard Poznick**, located at that same address, as its initial registered agent to accept service of process within this State.


ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, **POZNICK & ASSOCIATES, INC.**, at the initial registered offices of the corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.


RICHARD POZNICK

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing Certificate was acknowledged before me this 9 day of SEPT., 1996, by **Richard Poznick**, who is personally known to me or who has produced DRIVERS LICENSE as identification and who did not take an oath. D252-740-38-292-D



Notary Public, Commission No. CC 555892

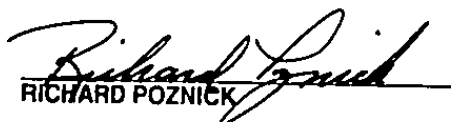
[SEAL]  **RONALD EKASALA**
COMMISSION # CC 555892
EXPIRES MAY 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

[Name of Notary, typed, printed or stamped]

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

of
POZNICK & ASSOCIATES, INC.

Richard Poznick, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


RICHARD POZNICK

6 SEP 1 1996
PM 1:37
STATE OF FLORIDA

P96000077206

WATKINSON, HYLAND & KLETT
PROFESSIONAL ASSOCIATION

4100 RCA BOULEVARD, SUITE 100
PALM BEACH GARDENS, FLORIDA 33410

DAVID A. ACION
BARRY D. BYRD
PAUL K. GOIS
JOSEPH D. GROSSO, JR.
WILLIAM J. HYLAND, JR.
STANLEY DALL KLETT
JOSEPH T. POKIEMBA
CAROL WALLACE
TERENCE J. WATKINSON

TELEPHONE
(561) 627-3000
FACSIMILE
(561) 627-3600

November 8, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
NOV 12 AM 9:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

300002002599--6
-11/13/96--01082--014
*****35.00 *****35.00

Attn.: Amendment Division

Re: Poznick & Associates, Inc.

To Whom it May Concern:

Enclosed please find a check in the amount of \$35.00 for filing the enclosed Articles of Amendment to the Articles of Incorporation for Poznick & Associates, Inc. Kindly stamp the enclosed copy "filed" and return it in the pre-addressed postage paid envelope provided.

Thank you for your assistance.

Sincerely,

Jody A. Marino

Jody A. Marino, Legal Assistant to
Joseph D. Grosso, Jr.

vjm
Enclosures

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Amend

VS. NOV 18 1996

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
POZNICK & ASSOCIATES, INC.**

FILED
96 NOV 12 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned being all the Officers and Directors of POZNICK & ASSOCIATES, INC. adopted the following amendments to the Articles of Incorporation by written consent of the Board of Directors on the 6th day of November, 1996. This amendment was made prior to the issuance of any shares of stock of the Corporation and thus, were adopted without shareholder consent. The adopted amendment to the Articles of Incorporation is as follows:

Article IV is hereby amended to authorize seven thousand five hundred (7,500) shares of outstanding stock at any one time, having a par value of (\$.01) per share all of which shall be common shares.

In witness whereof, the undersigned Officer and Director of the corporation has executed these articles of amendment on the 6th day of November, 1996.


RICHARD POZNICK
President/Director