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ALLAN L. HOFFMAN, ESQ.  
ATTORNEY AT LAW  
1610 SOUTHERN BLVD  
WEST PALM BEACH, FLORIDA 33406

501-478-7000

FAX 501-478-7007

Monday, September 16, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

7000001951597  
-09/18/96--01057--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: My File 96-29

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation and a Resident Agent Designation for Hoffman Schiller, Inc., together with my check in the amount of \$70.00. Please file this, returning a copy to me. I do not need a certified copy at this time.

Sincerely,

*Allan L. Hoffman*

Allan L. Hoffman

ALH:sc  
Enclosure

ALLAN L. HOFFMAN  
1610 SOUTHERN BLVD.  
W. PALM BCH FL 33406-3242

F. CHASSER SEP 19 1996

ARTICLES OF INCORPORATION  
FOR  
HOFFMAN SCHILLER, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is  
HOFFMAN SCHILLER, INC.

ARTICLE TWO: The duration of the corporation is  
perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 1610 Southern Boulevard, West Palm Beach, Florida 33406, and its initial registered agent at such address is ALLAN L. HOFFMAN.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

ALLAN L. HOFFMAN, 1610 Southern Boulevard, West Palm Beach, Florida 33406

It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

ALLAN L. HOFFMAN, 1610 Southern Boulevard, West Palm Beach, Florida 33406

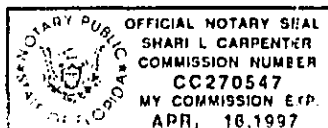
Executed by the undersigned at West Palm Beach, Florida this 16<sup>th</sup> day of September, 1996.

Allan L. Hoffman  
ALLAN L. HOFFMAN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 1996, by ALLAN L. HOFFMAN, who is personally known to me.

Shari L. Carpenter  
Shari L. Carpenter, Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE. THE FOLLOWING IS SUBMITTED.

FIRST--THAT HOFFMAN SCHILLER, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1610 SOUTHERN BLVD., WEST PALM BEACH, FLORIDA 33406, HAS NAMED ALLAN L. HOFFMAN, LOCATED AT 1610 SOUTHERN BLVD., WEST PALM BEACH, FLORIDA 33406, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Allan L. Hoffman  
CORPORATE OFFICER

TITLE President

DATE 4/16/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Allan L. Hoffman  
RESIDENT AGENT

DATE 4/16/96