

SEP-11 1996 12:24 EMP-12 CORPORATE KIT P.00/27
9/18/96 FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000013085 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LIPSON & STERN, INC.

AUDIT NUMBER.....H96000013085

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:26:22

FILED
65 SEP 18 PM 6:07
SEP 18 1996
FBI - MIAMI

RECEIVED

944 NY 61 JES 96

RECEIVED

096-43330
FBI
Fall 1996

H96000013085

ARTICLES OF INCORPORATION
OFLIPSON & STERN, INC.ARTICLE I - NAME

The name of this corporation is Lipson & Stern, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10000. Such shares shall be of a single class, and shall have a par value \$.01 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1515 University Drive, 222, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is Saul B. Lipson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial directors and officers of this corporation are:

Saul B. Lipson1515 University Drive 222Coral Springs, Florida 33071

Prepared by:
Saul B. Lipson & Company
1515 University Drive #222
Coral Springs, Florida 33071
205-755-4405

H96000013085

H96000013088

ARTICLE VII - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision in the Article of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VII - INCORPORATOR

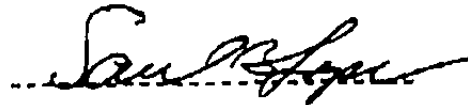
The name and address of the person signing these Articles is:

Saul B. Lipson

1515 University Drive 222

Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of September, 1996.



H96000013088

H96000013085

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 Chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First - That Lipson & Stern, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida has named Saul B. Lipson at 1515 University Drive, 222, Coral Springs, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


Saul B. Lipson

PLACE OF BUSINESS AND CORPORATE OFFICE:

The corporate office and place of business is 1515 University Drive Suite 222, Coral Springs, Florida 33071

FILED
SEP 18 1996
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

H96000013085