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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 106308 7109989

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 2, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 106308

CUSTOMER NO: 7109989

CUSTOMER: Eric A. Simon, Esq
ERIC A. SIMON, P.A.

7000001362797
-10/02/96--01035--025
****245.00 ****122.50

Suite 250
9050 Pines Boulevard
Pembroke Pines, FL 33024

DOMESTIC FILING

NAME: PUDER-SIEGEL MANAGEMENT
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

FILED
96 OCT 12 PM 4:09
RECEIVED
96 OCT -2 AM 11:25
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

YR
10-2-96

ARTICLES OF INCORPORATION
OF
PUDER-SIEGEL MANAGEMENT CORP.
a Florida Corporation

FILED
96 OCT -2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is PUDER-SIEGEL MANAGEMENT CORP., a Florida corporation.

ARTICLE II - ADDRESS

The initial mailing address of the Corporation is 8014 Aberdeen Drive, Boynton Beach, Florida 33437.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under Florida Statutes, Section 607.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue one class of stock only. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. Each share shall have a par value of \$1.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024. The initial Registered Agent at such address is Eric A. Simon.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a BOARD which shall consist of not less than one (1) director. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of one (1) director. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The initial Board of Directors shall consist of two Directors. The names and addresses of the initial Directors are:

Stephen J. Siegel, 8014 Aberdeen Drive, Boynton Beach, Florida 33437
Jody Puder, 8014 Aberdeen Drive, Boynton Beach, Florida 33437

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is: Eric A. Simon, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE IX - OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE XI - BYLAWS

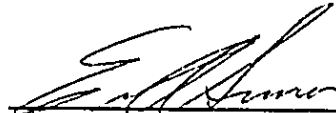
The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the manner provided by law.

WHEREFORE, the Incorporator, and the initial Registered Agent, have executed these Articles of Incorporation on this 1 day of October, 1996.

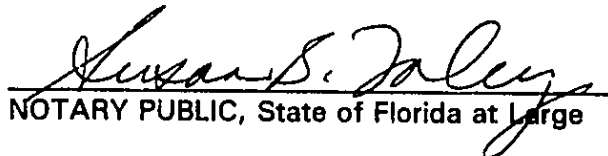
BY EXECUTING THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AFFIRMATIVELY STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE PROVISION OF REGISTERED AGENT.



Eric A. Simon
As Incorporator and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 1st day of October, 1996 by Eric A. Simon, as Incorporator and as Initial Registered Agent.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

(Notary Seal)



FILED
96 OCT -2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA