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EMPIRE CORPORATE KIT

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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: MORENO-KANIUK & ASSOCIATES OF BOCA, INC.

AUDIT NUMBER.....H96000013780

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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EFFECTIVE DATE

9-30-96

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ARTICLES OF INCORPORATION

H96000013780

OF

MORENO-KANIUK & ASSOCIATES OF BOCA, INC.

EFFECTIVE DATE

9.30.96

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is MORENO-KANIUK & ASSOCIATES OF BOCA, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 100 S.E. Second Street, Suite 3910, Miami, Florida 33131 and the registered agent at that address is Norman S. Weider, Esq.
- FIFTH: The name and address of the incorporator of the Corporation is: Norman S. Weider, Esq., 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- SIXTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH: The corporate existence of the Corporation shall commence on September 30, 1996.

NAME OF PREPARER:
NORMAN S. WEIDER, ESQ.
100 S.E. SECOND STREET
SUITE 3910
MIAMI, FLORIDA 33131
FLORIDA BAR NO. 150388

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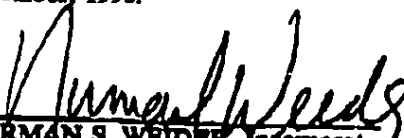
OCT-01-1996 17:00

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 30th day of September, 1996.


NORMAN S. WEIDER, Incorporator

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OCT-01-1996 17:00

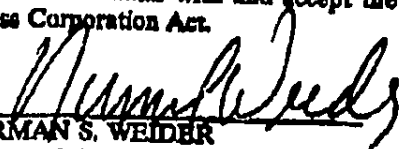
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


NORMAN S. WEIDER
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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