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PHONE: (305) 462-3300
(305) 763-2439

FAX #:

NAME: SIEGEL ASSOCIATES CORPORATION
AUDIT NUMBER.....H96000014594
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
SIEGEL ASSOCIATES CORPORATION
A FLORIDA CORPORATION**

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The undersigned, acting as Incorporator of SIEGEL ASSOCIATES CORPORATION, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SIEGEL ASSOCIATES CORPORATION and the street address of the initial principal office of the Corporation is 9441 Evergreen Place, Apartment 302, Fort Lauderdale, Florida 33324.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY:

*Judith L. Keltner, Esquire
English, McCaughen & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 807930*

FAX AUDIT NO. H96000014594

ARTICLE IV**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 9441 Evergreen Place, Apartment 302, Fort Lauderdale, Florida 33324, and the name of the Initial Registered Agent of the Corporation at that address is Doris Siegel.

ARTICLE V**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The name and address of the Initial Director of the Corporation is Doris Siegel, 9441 Evergreen Place, Apartment 302, Fort Lauderdale, Florida 33324.

ARTICLE VI**INCORPORATOR**

The name and address of the Incorporator of the Corporation is Judith L. Keiser, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of October, 1996.



JUDITH L. KEISER, Incorporator

FAX AUDIT NO. H96000014594

FROM ENO 954 763 2439

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NO. 1 P. 5

FAX AUDIT NO. H96000014594

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SIEGEL ASSOCIATES CORPORATION at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: October 16, 1996

By: Doris Siegel
DORIS SIEGEL, Initial Registered
Agent

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