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GLICKMAN, WITTERS, MARELL AND JAMIESON  
ATTORNEYS AT LAW  
THE CENTURION  
SUITE 1101  
1601 FORUM PLACE  
WEST PALM BEACH, FLORIDA 33401

DANNY M. GLICKMAN  
CURTIS L. WITTERS  
BOARD CERTIFIED IN MARITAL AND FAMILY LAW  
WILLIAM J. MARELL  
CHARLES D. JAMIESON

October 11, 1996

TELEPHONE  
(561) 470-1111

TELECOPIER  
(561) 470-0400

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-10/15/96--01021--020  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Record Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Reference: Marci, Inc.

Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS AND MARELL

  
Gary M. Glickman

GMG:jt  
Enclosures (as noted above)

P. O. CHESBEN

OCT 25 1996

796 47616

W96 22066  
502

FILED  
96 OCT 24 AM  
TALLAHASSEE, FLORIDA

GLICKMAN, WITTERS, MARELL AND JAMIESON

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1001 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

CHARLES D. JAMIESON

October 21, 1996

TELEPHONE  
(800) 470-1111

TELECOPIER  
(800) 470-0400

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Attention: Freida Chesser, Corporate Specialist

Reference: Marci, Inc.  
Reference No. W96000022066

Dear Ms. Chesser:

Pursuant to your letter dated October 17, 1996 (a copy of which is attached), attached please find the Articles of Incorporation indicating that the name Marci, Inc. has been changed to Marci of Boca, Inc.

However, we disagree with you that Marci is so close to Mar-Cy, Inc. and request that you reconsider your decision.

You should note that we did perform a corporate search on your records, a copy of which is attached, and Mar-Cy, Inc. does not even appear as a similar name.

Sincerely,

GLICKMAN, WITTERS AND MARELL



Garry M. Glickman

G:G:jt  
Attachments (as noted)

FILED  
56 OCT 24 PM 9:23  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1996

GARY M GLICKMAN ESQUIRE  
1601 FORUM PLACE STE 1101  
WEST PALM BEACH, FL 33401

SUBJECT: MARCI, INC.  
Ref. Number: W96000022066

FILED  
OCT 24 PM 9:23  
TALLAHASSEE, FLORIDA

We have received your document for MARCI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 796A00047616

RECEIVED OCT 19 1996

ARTICLES OF INCORPORATION  
OF  
MARCI OF BOCA, INC.

The undersigned subscriber to these Articles of Incorporation, is a sole person competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

Marci of Boca, Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

ARTICLE III

CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

FILED  
96 OCT 24 AM 9:23  
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

1601 Forum Place, Ste. 1101  
West Palm Beach, Florida 33401

The Registered Agent of the corporation at the Corporation's Registered Office is:

GARRY M. GLICKMAN

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

6875 Bridlewood Court  
Boca Raton, Florida 33433

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

MARCIE DASHEFSKY  
6875 Bridlewood Court  
Boca Raton, Florida 33433

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

MARCIE DASHEFSKY  
6875 Bridlewood Court  
Boca Raton, Florida 33433

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 10th day of October, 1996.

Marcie Dashefsky  
MARCIE DASHEFSKY, INCORPORATOR

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 10th day of October, 1996 by MARCIE DASHEFSKY as incorporator of the afore-described Articles of Incorporation, who is personally known to me and did take an oath.

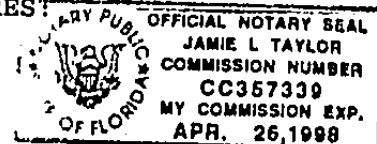
NOTARY PUBLIC:

SIGN Jamie L. Taylor

PRINT Jamie L. Taylor

STATE OF FLORIDA AT LARGE (SEAL)

MY COMMISSION EXPIRES:



DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes, the following is submitted:

MARCI OF BOCA, INC.

desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 1601 Forum Place, Ste. 1101 has named GARRY M. GLICKMAN as its agent to accept service of process within Florida.

Signature

Marcie Dashsky  
MARCIE DASHESKY

Title: Incorporator

Date:

10/10/96

FILED  
96 OCT 24 AM 9:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

Garry M. Glickman  
GARRY M. GLICKMAN

Date:

10/10/96