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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: IRA SKOLNIK, INC.

AUDIT NUMBER.....H96000015261

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

CERT. OF STATUS..0 PAGES..... 6

CERT. COPIES.....0 DEL.METHOD.. FAX

BST.CHARGE.. \$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

H96000015261

IRA SKOLNIK, INC.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is IRA SKOLNIK, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQ.
Bar No.: 270598

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FLORIDA

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ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - 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 prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 1B Stratford East, Boynton Beach, Florida 33436 and the name of the initial registered agent of this corporation is IRA E. SKOLNIK, whose address is 1B Stratford East, Boynton Beach, Florida 33436.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation is IRA E. SKOLNIK, 1B Stratford East, Boynton Beach, Florida 33436.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: IRA E. SKOLNIK
1B Stratford East
Boynton Beach, FL 33436

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of October, 1996.


SUBSCRIBER

H96000015261

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

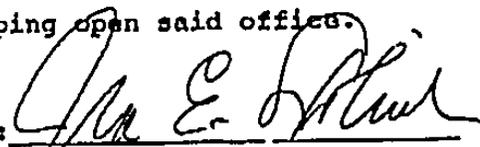
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That IRA SKOLNIK, INC. desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Boynton
Beach, County of Palm Beach, State of Florida, has named IRA
SKOLNIK located at JB Stratford East

City of Boynton Beach, County of Palm Beach, State of Florida, as
its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
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: 
IRA E. SKOLNIK
(Resident Agent)

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IRA SKOLNIK, INC.

AUDIT NUMBER.....H96000016975

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DHL.METHOD.. FAX

EST.CHARGE.. \$35.00

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96 DEC -9 PM 3: 17
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TALLAHASSEE, FLORIDA

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022-3700

12/05/96 09:34 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

IRA SKOLNIK, INC.
1B STRATFORD EAST
BOYNTON BEACH, FL 33436

SUBJECT: IRA SKOLNIK, INC.
REF: P96000089272

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: E96000016975
Letter Number: 996A00054531

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96 DEC -9 PM 2:28

DEPARTMENT OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
of
IRA SKOLNIK, INC.

H96000016975

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96 DEC -9 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

FIRST: Amendment adopted; This Corporation is hereby amended to read as follows: The name of the Corporation shall be IRA SKOLNIK, P.A.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: November 27, 1996.

FOURTH: Adoption of Amendment(s) (check one)

XXXX The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by IRA F. SKOLNIK (voting group)

Prepared by:

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQ.

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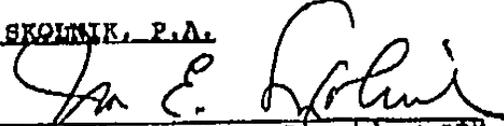
FIFTH:

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida, and for the purpose of selling Real Estate.

Signed this 27th of November, 1996.

IRA SKOLNIK, P.A.

BY:



IRA E. SKOLNIK, President and Incorporator
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Prepared by:

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQ.
Bar No.: 270598

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