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JULIAN H. KREEGER, P. A.

Attorney At Law

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44 West Flagler Street
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(305) 373-3101
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November 4, 1996

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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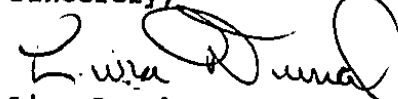
RE: FILING OF CORPORATE DOCUMENTS FOR
ALEXANDER KATZ & ASSOCIATES, INC.

Dear Sir:

Enclosed please find corporate documents to be filed for the
above captioned entity. Also enclosed please find our check in the
amount of 122.50 to cover the costs of said filing.

Thanking you in advance for your assistance, I remain

Sincerely,



Lina Duval
Secretary to Julian H. Kreeger

ld

Enclosures

NOV 7 1996

BSB

FILED
96 NOV -5 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALEXANDER KATZ & ASSOCIATES, INC.

FILED

96 NOV -5 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person over the age of eighteen (18) years, hereby makes, subscribes, acknowledges, executes and files these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

ALEXANDER KATZ & ASSOCIATES, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is to conduct business and economic activities of all kinds both within and without the State of Florida. The purpose of this corporation also shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common capital stock at \$1.00 par value.

ARTICLE V

The shareholders of this corporation shall act in lieu of a Board of Directors, and all the powers, privileges, duties and responsibilities that otherwise would apply to the Directors of the company shall instead apply to, be exercised by, and be attached to the shareholders of the company. In voting on any matter, the shareholders shall be entitled to one vote for each share of stock owned, and in all matters a majority of the company's issued and outstanding stock shall constitute a quorum, and a majority of shares at any meeting where a quorum is present shall decide any question before the meeting.

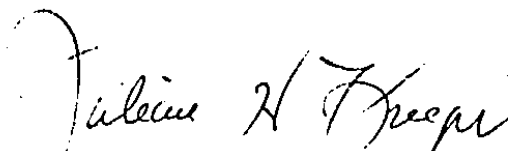
ARTICLE VI

The street address of the initial principal office of this corporation is 44 West Flagler Street, Suite 1725, Miami, Florida 33130 and the name and address of the corporation's initial registered agent is Julian H. Kreeger, Esquire, 44 West Flagler Street, Suite 1725, Miami, Florida 33130.

ARTICLE VII

The name and address of the incorporator of this corporation is: JULIAN H. KREEGER

IN WITNESS WHEREOF, the undersigned incorporator has executed and acknowledged these Articles of Incorporation this 4th day of November, 1996.



JULIAN H. KREEGER

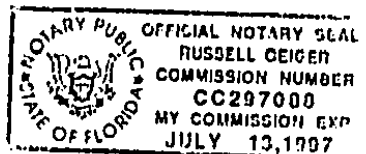
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Julian H. Kroeger, who, after being duly cautioned and sworn, under oath acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily and for the purpose therein expressed.

Julian H. Kreeger
JULIAN H. KREEGER

SWORN TO AND SUBSCRIBED BEFORE ME by Julian H. Kreeger, who is known to ~~me~~ or who produced: _____ as identification this 4th day of November, 1996.

Signature:
Name:
Title:
Commission Number:
Commission Expires:



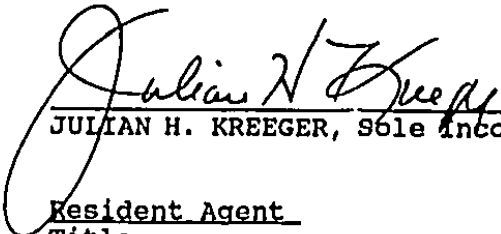
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that ALEXANDER KATZ & ASSOCIATES, INC., desiring to
organize or qualify under the Laws of the State of Florida, with
its principal place of business at:

44 West Flagler Street, Suite 1725,
Miami, Florida 33130

has named Julian H. Kreeger, as resident agent, located at 44 West
Flagler Street, Suite 1725, Miami, Florida, as its agent to accept
service of process within Florida.


JULIAN H. KREEGER, Sole Incorporator

Resident Agent
Title

November 4, 1996
Date

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.


JULIAN H. KREEGER, Resident Agent

November 4, 1996
Date

FILED
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TALLAHASSEE, FLORIDA