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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: RUTHERFORD, MINERLEY & MULHALL, P.A.
075753002301

ACCT#:

CONTACT: KATHLEEN M GOODRICH
PHONE: (407) 241-1600

FAX #:

(407) 241-3815

NAME: BERKE, DURANT & ASSOCIATES, INC.

AUDIT NUMBER.....H96000016163

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
BERKE, DURANT & ASSOCIATES, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is BERKE, DURANT & ASSOCIATES, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$50.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called

Prepared By:
CHARLES E. RUTHERFORD, ESQ.
FLORIDA BAR NO. 135256
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 20913 St Andrews Blvd, Suite 40, Boca Raton, FL 33433.

The name of the Corporation's initial registered agent is CHARLES E. RUTHERFORD, 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

ARTICLE V

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and street address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Michael Berke	20913 St Andrews Blvd #40 Boca Raton, FL 33433

The initial Director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VI

The name and address of the Incorporator are Michael Berke, 20913 St Andrews Blvd, #40, Boca Raton, FL 33433.

ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

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ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 8th day of November, 1996.


MICHAEL BERKE, Incorporator

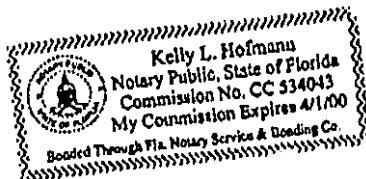
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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared MICHAEL BERKE to me known to be the person described in and who executed the foregoing Articles of Incorporation of BERKE, DURANT & ASSOCIATES, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 8th day of November, 1996.



Kelly L. Hofmann
Kelly L. Hofmann,
Notary Public

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That BERKE, DURANT & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 20913 St Andrews Blvd #40, Boca Raton, FL, 33433 has named CHARLES E. RUTHERFORD, located at 2600 N Military Trail, Fourth Floor, Boca Raton, FL 33433, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.



CHARLES E. RUTHERFORD,
Resident Agent

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96 NOV 15 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H96000016163



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 3, 1997

BERKE, DURANT & ASSOCIATES, INC.
20913 ST ANDREWS BLVD.
SUITE 40
BOCA RATON, FL 33431

SUBJECT: BERKE, DURANT & ASSOCIATES, INC.
Ref. Number: P96000093981

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

FAX Aud. #: H97000003631

Corporate Specialist

Letter Number: 797A00010852

Fax Audit Number: H97000003631

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BERKE, DURANT & ASSOCIATES, INC.

Michael Berke, the undersigned, being the sole Director and Shareholder of BERKE, DURANT & ASSOCIATES, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed the Waiver of Notice pursuant to Section 607.0706 and 607.0823, Florida Statutes, and having further executed a Written Consent In Lieu Of Special Meeting Of The Board Of Directors And Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, does hereby adopt the following Articles of Amendment pursuant to Section 607.1006, Florida Statutes:

1. The name of the corporation is BERKE, DURANT & ASSOCIATES, INC. (the "Corporation").

2. ARTICLE III of the Articles of Incorporation of the Corporation is amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 Class A voting common shares at \$1.00 par value and 90,000 Class B non-voting common shares at \$1.00 par value.

3. ARTICLE IV of the Articles of Incorporation of the Corporation is amended to read as follows:

The street address of the Corporation shall be 2600 N. Military Trail, Suite 410, Boca Raton, FL 33431.

4. ARTICLE V of the Articles of Incorporation of the Corporation is amended to read as follows:

Prepared By:
MARK L. NOWAK, ESQ.
FLORIDA BAR NO. 0699985
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

Fax Audit No. H97000003631


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The number of directors constituting the Board of Directors of the Corporation is hereby increased to three (3).

5. This Amendment was adopted by Unanimous Written Consent In Lieu of Special Meeting Of The Board Of Directors And Shareholders of the Corporation on January 2, 1997, pursuant to Sections 607.0704 and 607.0821, Florida Statutes.

The undersigned Sole Director and Sole Shareholder has executed these Articles of Amendment on this 2nd day of January, 1997.

(SEAL)



MICHAEL BERKE, Sole Director and
Sole Shareholder

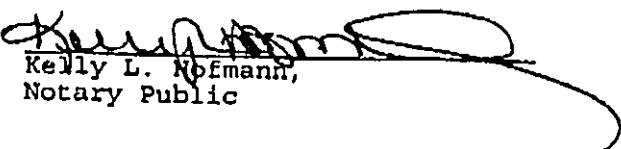
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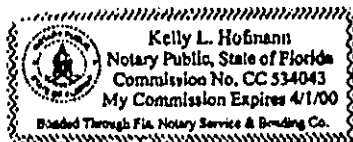
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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared MICHAEL BERKE to me known to be the person described in and who executed the foregoing ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC., and he acknowledged before me that he subscribed to these ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC.

WITNESS my hand and official seal in the County and State named above, this 2nd day of January, 1997.


Kelly L. Hofmann,
Notary Public

Fax Audit Number: H97000003631

RUTHERFORD, MULHALL & WARGO
PROFESSIONAL ASSOCIATION

Fax Audit Number: H97000003631

CERTIFICATE OF THE SECRETARY
OF
THE BOARD OF DIRECTORS
OF
BERKE, DURANT & ASSOCIATES, INC.

I, MICHAEL BERKE, the Secretary of the Board of Directors of BERKE, DURANT & ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida ("Corporation"),


DO HEREBY CERTIFY THAT:

1. The attached is a true and correct copy of the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC., filed this day with the Florida Department of State; and

2. The attached ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC., have not been altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of February, 1997.

(SEAL)


MICHAEL BERKE, Secretary of
the Board of Directors

J:\WORK\KELLY\CORP\BERKE\AMEND.ART

Fax Audit Number: H97000003631

RUTHERFORD, MULHALL & WARGO
PROFESSIONAL ASSOCIATION