

ent by: STEARNS WEAVER

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11/18/96

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

((H96000016225 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: STEARNS WEAVER MILLER, ET AL.
CONTACT: BARBARA A BEALL
PHONE: (305)789-3200

ACCT#: 076077002504

FAX #: (305)789-3395

NAME: WEISER C.T.T.T. OF FORT LAUDERDALE, INC.

AUDIT NUMBER.....H96000016225

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

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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10:38 am

Monday November 18, 1996

CAPS

Marcia Cox

Stearns, weaver, Miller et.al

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FLORIDA

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FLORIDA

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ARTICLES OF INCORPORATION

OF

WEISER C.T.T.T. OF FORT LAUDERDALE, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is WEISER C.T.T.T. OF FORT LAUDERDALE, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2035 South Bayshore Drive, Suite 904, Miami, Florida 33133.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Prepared by: Marcia K. Cox, Legal Assistant
Stearns Weaver Miller Weiss
Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
(305) 789-3200

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FALLS CHURCH, VA
CLERK OF COURT
JANET L. HARRIS

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Richard E. Schatz

Address

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name

Bradley Weiser

Address

2665 South Bayshore Drive
Suite 904
Miami, Florida 33133

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ARTICLE VII - INCORPORATOR

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

Name

Address

Richard E. Schatz

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

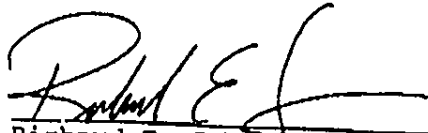
ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

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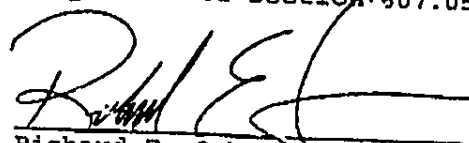
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IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 18th day of November, 1996.


Richard E. Schatz,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.


Richard E. Schatz,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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