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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179401 7119882

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 1996

ORDER TIME : 3:07 PM

ORDER NO. : 179401-005

CUSTOMER NO: 7119882

CUSTOMER: Neil Baritz, Esq
DREIER & BARITZ

Suite 300
1515 North Federal Highway
Boca Raton, FL 33432

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W96-25765

DOMESTIC FILING

File 1st

NAME: PREPARATORY MANAGEMENT CORP.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

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VISION OF CORPOR.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PREPARATORY MANAGEMENT CORP.
Ref. Number: W96000025765

RESUBMIT

Please give original
submission date as file date.

We have received your document for PREPARATORY MANAGEMENT CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 696A00055014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PREPARATORY MANAGEMENT CORP.

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be PREPARATORY MANAGEMENT CORP.

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

One Park Place
621 N.W. 53rd St., Suite 450
Boca Raton, FL 33487

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock.

ARTICLE IV - INITIAL OFFICERS:

The names, respective titles and addresses of the initial officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Michael Weissman	Chairman, Chief Executive Officer and Treasurer	One Park Place 621 N.W. 53rd St., Suite 450 Boca Raton, FL 33487
Richard Weissman	President and Secretary	One Park Place 621 N.W. 53rd St., Suite 450 Boca Raton, FL 33487

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

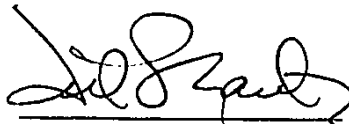
Neil S. Baritz
Dreier & Baritz
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

ARTICLE IV - INCORPORATOR(S):

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

Neil S. Baritz
Dreier & Baritz
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 5th
day December, 1996.



Neil S. Baritz , Incorporator/Registered Agent
I hereby am familiar with and accept the duties
and responsibilities as registered agent for said
corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA