

GREENBERG & VAZQUEZ

Attorneys at Law
5550 Glades Road
Suite 401

Boca Raton, Florida 33431

Tel: (561) 750-1001

Fax: (561) 750-1008

William M. Vazquez*

Jeffrey L. Greenberg*

*Admitted in New York and Florida

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via: Overnight Mail

Re: 1790 MEARS CORPORATIONS

400002028634--6
-12/13/96--01049--008
***122.50 ***122.50

To whom it may concern:

Enclosed are original and one copy of Articles of Incorporation for 1790 Mears Corporation and a check in the amount of \$122.50.

Please file the Articles and return a date-stamped copy to this office in the enclosed self addressed overnight mail envelope.

Thank you for your anticipated cooperation.

Very truly yours,

GREENBERG & VAZQUEZ

Andrea Pesce
Andrea Pesce
Legal Assistant

ap/
Enclosure

F:\WP60\DOCS\MEARS\SECSTATE\LIB

EFFECTIVE DATE
12-18-96

96 DEC 13 AM 11 34

**ARTICLES OF INCORPORATION
OF
1790 MEARS CORPORATION**

FILED
56 DEC 13 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is 1790 MEARS CORPORATION.

SECOND: The principal office or mailing address of the Corporation is 1790 Mears Corporation, c/o Greenberg & Vazquez, 5550 Glades Road, Suite 401, Boca Raton, Florida 33431.9

THIRD: The duration of the Corporation shall be perpetual.

EFFECTIVE DATE
12-12-24

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

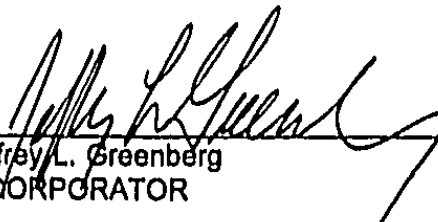
FIFTH: The name and street address of the incorporator is as follows:

Jeffrey L. Greenberg
c/o Greenberg & Vazquez
5550 Glades Road
Suite 401
Boca Raton, Florida 33431

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

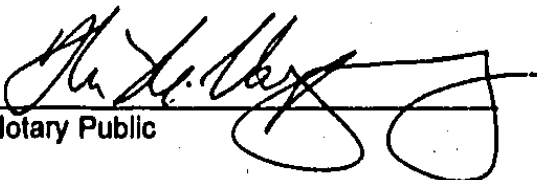
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on December 12, 1996, in the City of Boca Raton, State of Florida.


Jeffrey L. Greenberg
INCORPORATOR

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

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by Jeffrey L. Greenberg, who is personally known to me ~~or who has~~ produced _____ (type of Identification) as identification and who did/did not take an oath.

OFFICIAL NOTARIAL SEAL:


Notary Public

(type, print, or stamp name)

My Commission Expires:

Commission No.: _____



WILLIAM M. VAZQUEZ
MY COMMISSION #66296685 EXPIRES
June 28, 1997
BONDED BY THE FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is 1790 MEARS CORPORATION.
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg
Greenberg & Vazquez
5550 Glades Road
Suite 401
Boca Raton, Florida 33498



Jeffrey L. Greenberg
INCORPORATOR

Date: December 12, 1996

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (SUPP. 1993).



Signature of Registered Agent

Date: December 12, 1996

FILED
95 DEC 13 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA