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TALLAHASSEE, FL 32301-2607
904-222-9171
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P960000/02535

ACCOUNT NO. : 072100000032

REFERENCE : 195084 121767A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : December 19, 1996

ORDER TIME : 1:05 PM

ORDER NO. : 195084-010

CUSTOMER NO: 121767A

300002034193--6

CUSTOMER: Ms. Lucy J. Minehan
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: AGEWLY REAL, INC.

EFFECTIVE DATE:

XX 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 19 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 PM 2:03
DIVISION OF CORPORATE REGISTRATION

KL
12-20-96

FILED
96 DEC 19 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AGEWLY REAL, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be AGEWLY REAL, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV ADDRESS

The principal place of business of this corporation shall be 3500 Gateway Drive, Suite 201, Pompano Beach, FL 33069, and the mailing address shall be the same.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have three Directors initially. The names and addresses of the initial members of the Board of Directors are:

Renee K. Goldman	3500 Gateway Drive, Suite 201 Pompano Beach, FL 33069
Richard M. Goldman	3500 Gateway Drive, Suite 201 Pompano Beach, FL 33069
Libo B. Fineberg	3500 Gateway Drive, Suite 201 Pompano Beach, FL 33069

ARTICLE VII OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Renee K. Goldman, President	3500 Gateway Drive, Suite 201 Pompano Beach, FL 33069
Richard M. Goldman, Vice President	3500 Gateway Dr., Ste 201 Pompano Beach, FL 33069
Libo B. Fineberg, Vice President, Secretary, Treasurer	3500 Gateway Drive, Suite 201, Pompano Beach, FL 33069

ARTICLE VIII INCORPORATOR

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

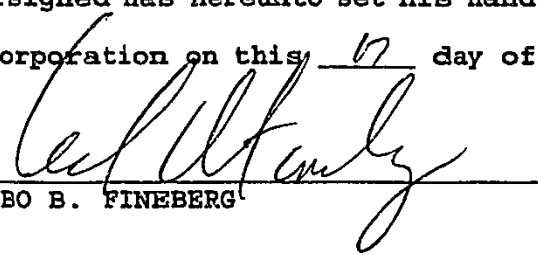
Libo B. Fineberg, Esq. 3500 Gateway Drive, Suite 201
Pompano Beach, FL 33069

ARTICLE IX REGISTERED AGENT

The name and address of the initial Registered Agent and Registered Office is:

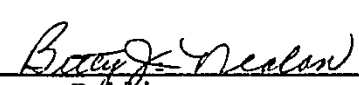
Libo B. Fineberg, Esq. 3500 Gateway Drive, Suite 201
Pompano Beach, FL 33069

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation on this 17 day of December, 1996.


LIBO B. FINEBERG

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17th day of December, 1996 by LIBO B. FINEBERG, who is personally known to me.


Notary Public

My Commission expires:



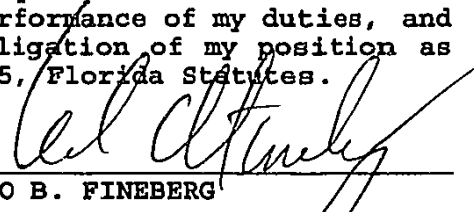
BETTY J. NEALON
COMMISSION # CC324913
EXPIRES OCT 20, 1997
Atlantic Bonding Co., Inc.
800-732-2245

ACCEPTANCE OR REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been named as Registered Agent and to accept service of process for AGEWLY REAL, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.


LIBO B. FINEBERG

Date: December 17, 1996

FILED
96 DEC 19 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA