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Of Counsel

December 20, 1996

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VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Attention: Doris McDuffie
409 East Gaines Street
Tallahassee, Florida 32399

RE: Roz & Associates of Boca Raton, Inc.

Dear Ms. McDuffie:

Please find enclosed the original and one copy of the Articles of Incorporation for Roz & Associates of Boca Raton, Inc along with our check in the amount of \$122.50. I am returning them to you along with a copy of the letter that you sent to us on December 19, 1996.

I spoke with Bobbie today in your office and she said that the above referenced name was available.

I have also enclosed a federal express label addressed to my attention and would ask that as soon as Roz & Associates of Boca Raton, Inc. is incorporated, the Articles be returned to me via federal express.

Thank you again Doris. Should you have any questions, please do not hesitate to call me. Hope you have a Happy Holiday!

Sincerely,

Alisa L. Esparza
Alisa L. Esparza
Secretary for Douglas K.W. Landau

Enclosures

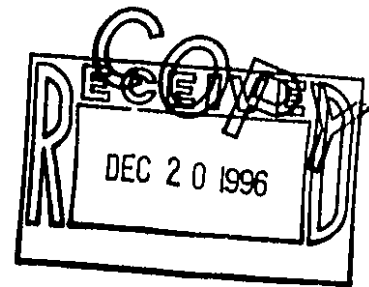
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FILED
96 DEC 23 AM 11:32
TALLAHASSEE, FLORIDA

3rd party
1238-8111-7



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



December 19, 1996

DOUGLAS K.W. LANDAU, ESQ.
ALLRED, BACON, HALFHILL, ET AL
11350 RANDOM HILLS RD STE 700
FAIRFAX, VA 22030

SUBJECT: FISHER & ASSOCIATES, INC.
Ref. Number: W96000026698

We have received your document for FISHER & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00056711

**ARTICLES OF INCORPORATION
OF
ROZ & ASSOCIATES OF BOCA RATON, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is ROZ & ASSOCIATES OF BOCA RATON, INC.

ARTICLE II

The corporation is to commence its existence on the date of filing and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 5039 MARINA CIRCLE, BOCA RATON, FLORIDA 33486.

ARTICLE VI

All corporate powers shall be executed by and under the authority of the Board of Directors and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

ROZ FISHER
5039 MARINA CIRCLE
BOCA RATON, FLORIDA 33486

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

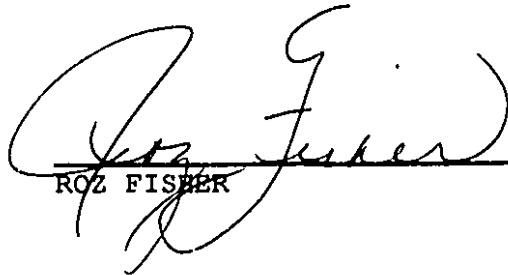
The name and address of the Incorporator to these Articles of Incorporation is:

ROZ FISHER
5039 MARINA CIRCLE
BOCA RATON, FLORIDA 33486

ARTICLE XI

The street address of the initial registered office of the corporation is 100 South Biscayne Boulevard, One Bayfront Plaza, Suite 900, Miami, Florida 33131-2026. The name of the initial registered agent of the corporation at that address is DOUGLAS K. W. LANDAU, ESQUIRE.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 18th day of December, 1996.

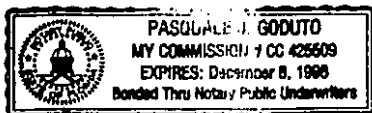


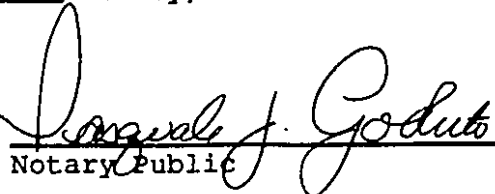
ROZ FISHER

STATE OF FLORIDA)
COUNTY OF Browards) ss.

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **ROZ FISHER** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of December, 1996 at Browards County, Florida.





Notary Public

MY COMMISSION EXPIRES:


CERTIFICATE OF REGISTERED AGENT

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I hereby am familiar with and accept these duties and responsibilities as registered agent for said corporation.

STATE
TALLAHASSEE, FLORIDA



Douglas K. W. Landau, Esquire
Registered Agent

DATED: _____

12/7/96