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MALIN, HALEY, DIMAGGIO & CROSBY, P.A.
PATENT, TRADEMARK & COPYRIGHT ATTORNEYS

EUGENE F. MALIN (1936-1990)

BARRY L. HALEY
DALE PAUL DIMAGGIO
KEVIN F. CROSBY

DANIEL STEVEN POLLEY
DAVID PAUL LHOTA
MARK DAVID BOWEN
CRISTINA PENNIEIRO-PALMER
RICK F. COMOGGIO

JOHN C. BLACK**
OF COUNSEL

*NEW YORK AND BRAZILIAN BARS ONLY
*ILLINOIS BAR ONLY

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

December 26, 1996

REPLY TO:

SUITE 1609 • ONE EAST BROWARD BLVD.
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 763-3303 • FAX (954) 522-6507

MIAMI OFFICE

2000 SOUTH DIXIE HIGHWAY, SUITE 203
TELEPHONE (305) 374-4082

WEST PALM BEACH OFFICE

500 AUSTRALIAN AVENUE SOUTH, SUITE 600
TELEPHONE (407) 832-6341

FLORIDA WATS 1 (800) 344-3303

VIA EXPRESS MAIL

RE: Filing of Articles of Incorporation for:
Transformance, Inc.
Our File No. 7632.3514

200002040382--8
-12/30/96--01001--010
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation duly notarized for filing on behalf of my client, Transformance, Inc.


A check in the amount of \$70.00 is attached hereto for this service.

Should you require any further information in order to proceed, please contact the undersigned at the toll-free number above.

Your assistance is appreciated.

Very truly yours,

Malin, Haley, DiMaggio & Crosby, P.A.


Barry L. Haley

Enclosure
cc: Transformance, Inc.
E:\7632\LTR\DOS.L71

JAN 2 BSB

FILED
96 DEC 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION 96 DEC 27 PM 3:50

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TRANSFORMANCE, INC.

The undersigned, acting as incorporator, signs 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 shall be:

TRANSFORMANCE, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

Barry L. Haley, Esq.
One East Broward Boulevard, Suite 1609
Fort Lauderdale, Florida 33301

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until the earlier resignation or removal from office is:

Paul Hertz
7990 S.W. 117th Avenue
Suite 100
Miami, Florida 33183

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Paul Hertz
7990 S.W. 117th Ave.
Suite 100
Miami, Florida 33183

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MALIN, HALEY, DIMAGGIO & CROSBY, P.A.

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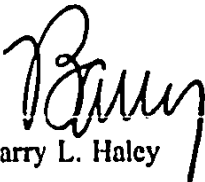
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Barry L. Haley

Enclosure
cc: Transformance, Inc.
147632ALTRADOS.LTI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The name and address of the incorporator of the corporation is:

Paul Hertz
7990 S.W. 117th Ave.
Suite 100
Miami, Florida 33183

ARTICLE VIII

The mailing address of the corporation shall be:

7990 S.W. 117th Ave.
Suite 100
Miami, Florida 33183

Executed at Miami, Florida this 19 day of December, 1996.

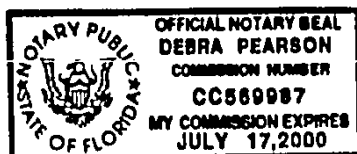
PAUL HERTZ, Incorporator

By: *Paul Hertz*
Paul Hertz

Sworn to and subscribed before me by Paul Hertz this 19th day of December, 1996.

Debra Pearson
Notary Public,
State of Florida at Large

My commission expires:



Debra Pearson
Print type or stamp Commissioned
Name of Notary Public



Personally known OR



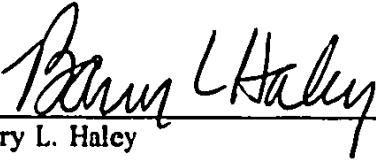
Produced identification

Type of identification produced: _____

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of *Transformance, Inc.* ~~First Focus, Inc.~~, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 26th day of December, 1996.


Barry L. Haley

FILED
96 DEC 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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