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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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R. GIBSON JAN 3 1997.

**ARTICLES OF INCORPORATION**  
**CATZ ADVISORS, INC.**

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such a corporation:

- 1.) The name of the corporation is CATZ ADVISORS, INC., with a mailing address of 3300 N.E. 192 St., Suite 1512, Aventura, Florida 33180.
- 2.) Period of its duration is perpetual.
- 3.) The purpose is to engage in any activities or business permitted by the laws of the United States and Florida.
- 4.) The corporation shall have the authority to issue seven hundred and fifty thousand shares, all of one common stock, one cent, (\$0.01) par value.
- 5.) The address of the original registered office is 3300 N.E. 192 St., Suite 1512, Aventura, Florida 33180 and the name of its initial Registered Agent is Raymond W. Baszner, who understands the obligations of the Registered Agent and hereby accepts the responsibilities of the position.
- 6.) The number of incorporators and Directors constituting its initial Board of Directors meeting is one (1), whose name is: Raymond W. Baszner

Signature: *Raymond W. Baszner*

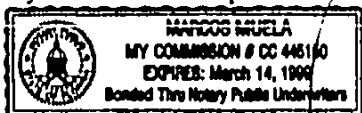
As: Incorporator and Registered Agent

Address: 3300 N.E. 192 St., Suite 1512  
Aventura, Florida 33180

BEFORE ME, the undersigned authority, personally appeared Raymond W. Baszner, who is known to me to be the person described herein and who subscribed to the above Articles Of Incorporation, as Subscriber and Initial Director and Registered Agent, and did freely and voluntarily acknowledge before me that he made and subscribed same for the uses and purposes therein set forth.

WITNESS My hand and official seal at Aventura, said County of Dade and State of Florida, this 27<sup>th</sup> day of DECEMBER, 1996.

My Commission Expires:



*Margo Muela*  
Notary Of Public State of Florida At Large

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