

P97000002784

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4011

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: HARMSWAY OF FLORIDA, INC.
AUDIT NUMBER.....H97000000466
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>: 1/08/97

S 5:31 PM

FLORIDA DIVISION OF CORPORATION

Help F1 Option Menu F2

NUM CAPS Connect: 00:06:50

FILED
97 JAN 10 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-10-97
TB

JAN-10-1997 09:37

EMPIRE CORPORATE KIT

P.01/06



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 9, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HARSWAY OF FLORIDA, INC.
REF: W97000000561

FILED
97 JAN 10 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000000466
Letter Number: 597A00001182

(5)

H97000000466

ARTICLES OF INCORPORATION
OF
HARMSWAY OF FLORIDA, INC.

ARTICLE I.

The name of this corporation shall be HARMSWAY OF FLORIDA, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 5,000 shares of stock. The share of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Harvey Rosen
7670 La Corniche Circle
Boca Raton, FL 33433

The above address is the principal address of the corporation and the registered agent.

1

This instrument prepared by:
Frederic M. Klein, Bar No 255165
2101 Corporate Blvd, Ste 204
Boca Raton, FL 33431 Phone 561 9971180

H97000000466

FILED
91 JAN 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-10-97

H97000000466

ARTICLE V
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors are:

Harvey Rosen	7670 La Corniche Circle Boca Raton, FL 33433
--------------	---

Alma Rosen	7670 La Corniche Circle Boca Raton, FL 33433
------------	---

Ronald Rosen	7670 La Corniche Circle Boca Raton, FL 33433
--------------	---

The member of the first Board of Directors shall hold office until the first organizational meeting of the Stockholders and directors of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However the Corporation shall have no less than one (1) or more than five (5) Directors at any time.

ARTICLE VII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

Incorporator

Harvey Rosen

Address

7670 La Corniche Circle
Boca Raton, FL 33433

H97000000466


H97 000000466

ARTICLE VIII

COMMENCEMENT DATE

Corporate existence will commence upon the filing of Articles of Incorporation and shall exist perpetually.

THE UNDERSIGNED INCORPORATOR, for the purposes of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that these facts herein stated are true.


Harvey Rosen

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

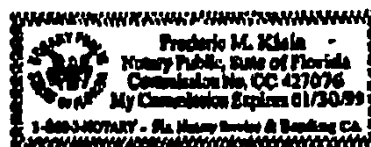
BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State and county named above to take acknowledgments, personally appeared Harvey Rosen, to me well known to be the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida, this 8 day of January, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)

MY COMMISSION EXPIRES:



H97 000000466

H97000000466

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST - THAT HARMSWAY OF FLORIDA, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of BOCA
RATON, COUNTY OF PALM BEACH, STATE OF FLORIDA, has named HARVEY
ROSEN located at 7670 LA CORNICHE CIRCLE, CITY OF BOCA RATON,
COUNTY OF PALM BEACH, STATE OF FLORIDA, as its Agent to accept
service of process within this State.

(ACKNOWLEDGMENT) (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

Harvey Rosen

FILED
97 JAN 10 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000000466