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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: PLUS MANAGEMENT, INC.
AUDIT NUMBER.....H97000001242
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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Articles of Incorporation
of
PLUS MANAGEMENT, Inc.

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Article I. Name

The name of this Florida corporation is:
PLUS MANAGEMENT, Inc.

Article II. Address

The mailing address of the Corporation is:
PLUS MANAGEMENT, Inc.
2584 NE 186th Street
North Miami Beach FL 33180

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Michael P. Weinreb
2584 NE 186th Street
North Miami Beach FL 33180

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Michael P. Weinreb
Fred Blumenfeld
Al Jerome
Jodi Weinreb

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6829
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 22, 1997

The undersigned incorporator executed these Articles of Incorporation on January 22, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

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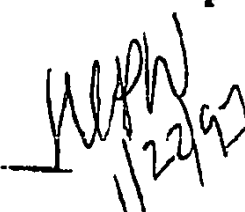
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
PLUS MANAGEMENT, Inc.

REGISTERED AGENT:
Michael P. Weinreb
2584 NE 186th Street
North Miami Beach FL 33180

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Michael P. Weinreb

Date: January 22, 1997