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NEIMARK, GREENE & NADEL

PROFESSIONAL ASSOCIATION

SUITE 602
800 CORPORATE DRIVE
FORT LAUDERDALE, FLORIDA 33334

TELEPHONE (954) 493-8000
TELEFAX (954) 493-6505

January 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002074973--2
-01/31/97--01057--012
*****70.00 *****70.00

Re: Marclex, Inc.
File No. 1067-865-2HH

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation for profit. Also enclosed is our check in the amount of \$70.00 to cover the charges for filing fee and designation of registered agent.

Please return a stamped copy of the Articles of Incorporation showing that they have been received and filed. We have enclosed a self-addressed, stamped envelope for your convenience in returning same.

Thank you for your cooperation. If you have any questions or there are any problems, please do not hesitate to contact me.

Very truly yours,

NEIMARK, GREENE & NADEL, P.A.


By: HOWARD B. NADEL

FILED
97 JAN 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HBN/lh
Enclosures

FEB 4

BSB

ARTICLES OF INCORPORATION
OF
MARCLEX, INC.

FILED
97 JAN 31 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

MARCLEX, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 4777 N.W. 98th Terrace, Coral Springs, Florida 33076. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and the post office address of the Incorporator is:

MICHAEL SOSNER, 4777 N.W. 99th Terrace, Coral Springs, Florida 33076.

ARTICLE VII
DIRECTORS

The corporation shall have not less than one (1) Director.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4777 N.W. 99th Terrace, Coral Springs, Florida 33076 and the name of the initial registered agent of the Corporation at that address is MICHAEL SOSNER.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon filing.


MICHAEL SOSNER

STATE OF FLORIDA
COUNTY OF BROWARD

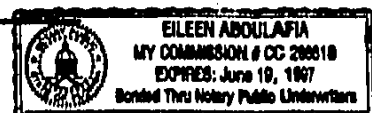
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL SOSNER who is/are personally known to me or has/have produced his/her _____ as identification and is the person described as Incorporator and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on the 23 day of January, 1997.


Printed Name: Eileen Aboulafia

NOTARY PUBLIC

My Commission Expires: _____



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MARCLEX, INC. desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 4777 N.W. 99th Terrace, Coral Springs, Florida 33076 with MICHAEL SOSNER as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



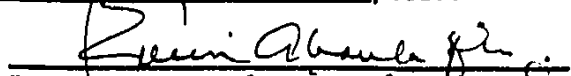
MICHAEL SOSNER

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL SOSNER who is/are personally known to me or has/have produced his/her _____ as identification and is the person described as Registered Agent and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on the 27 day of January, 1997.


Printed Name: Eileen Aboulafia

NOTARY PUBLIC
My Commission Expires

