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TRANSMITTAL LETTER

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

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-02/03/97--01050--016
*****70.00 *****70.00

FROM: Randi S. Tompkins, P.A.
2255 Glades Road, Suite 300E.
Boca Raton, Florida 33431

RE: Incorporation of L.G. Michaels & Company, Inc.

DATE: 1/30/97

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

 X \$70.00 or \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the Randi S. Tompkins, P.A. at the address set forth above. A stamped self-addressed envelope has been provided for your convenience.

Thank you for your assistance.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
L.G. MICHAELS & COMPANY, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

L.G. MICHAELS & COMPANY, INC.

The address of the principal office of this corporation shall be 1700 North Dixie Highway, Suite 118, Boca Raton, Florida 33432 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation is formed to operate as a business which shall provide services, including but not limited to, investment banking. The business may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 4101 N. Ocean Blvd., Unit 1209, Boca Raton Florida 33431 and the name of the initial registered agent of the corporation at that address is Martin Schrager.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Martin Schrager
1700 North Dixie Highway
Suite 118
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 20 day of January, 1997.

INCORPORATOR


Martin Schrager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Martin Schrager, having a business office at 4101 N. Ocean Blvd., Unit 1209, Boca Raton Florida 33431, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Florida law.

REGISTERED AGENT:

By:


Martin Schrager