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February 7, 1997

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

SUBJECT: STUART NEEDEL & ASSOCIATES, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check for filing fees.

C/O: Mr. Stuart Needel
9829 N.W. 2nd Street
Plantation, Florida 33324
(954) 723-0131

FILED
97 FEB 10 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-13-97

FILED
97 FEB 10 AM 10:06
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

STUART NEEDEL & ASSOCIATES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be: STUART NEEDEL & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9829 N.W. 2nd Street
Plantation, Florida 33324
(954) 723-0131

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Stuart Needel
9829 N.W. 2nd Street
Plantation, Florida 33324
(954) 723-0131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows:

Stuart Needel
9829 N.W. 2nd Street
Plantation, Florida 33324
(954) 723-0131

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Stuart Needel
9829 N.W. 2nd Street
Plantation, Florida 33324
(954) 723-0131

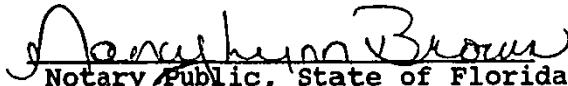
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of February, 1997.

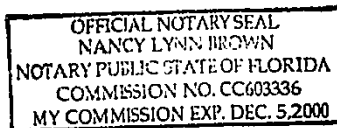
Stuart Needel / President
Signature/Title

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stuart Needel, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto fixed my hand and seal, in the State and County aforesaid, this 7th day of Feb., 1997.


Notary Public, State of Florida
My Commission Expires:



97 FEB 10 AM 10:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

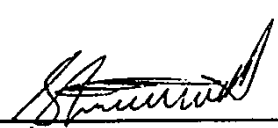
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: **STUART NEEDLE & ASSOCIATES, INC.**

The name and address of the registered agent and office is:

Stuart Needel
9829 N.W. 2nd Street
Plantation, Florida 33324



Signature

President

Title

2/7/97

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

2/7/97

Date