

STEVEN E. EISENBERG
ATTORNEY AT LAW

P97000016302

February 12, 1997

Secretary of State
Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

3109 STIRLING ROAD
SUITE 101
FORT LAUDERDALE, FL 33312
PHONE: (954) 981-8533
FAX: (954) 989-8068

CORAL SPRINGS OFFICE:
3300 UNIVERSITY DRIVE
SUITE 601
CORAL SPRINGS, FLORIDA 33065
PHONE: (954) 474-8498

Re: GREENBLATT HOLDINGS, INC.

Gentlemen:

Enclosed are the following:

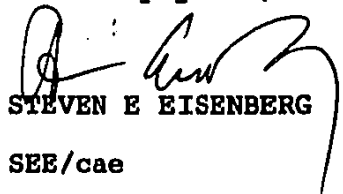
1. Original and one (1) copy of the Articles of Incorporation. Please return one (1) certified copy.
 2. Check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) Dollars in payment of the following:
 - a. Certificate of Incorporation filing fee 35.00
 - b. Certificate of Incorporation certified copy 52.50
 - c. Registered Agent's fee 35.00
- \$122.50

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97 FEB 17 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions or comments, please do not hesitate to contact us.

Thank you for your attention to this matter.

Sincerely yours,

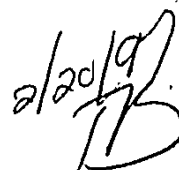

STEVEN E EISENBERG

SEE/cae

Enclosure

cc: Harold Greenblatt

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2/20/97


ARTICLES OF INCORPORATION
OF

Greenblatt Holdings, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles incorporation for the purpose of organizing a business corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation ("Corporation") is GREENBLATT HOLDINGS, INC.

ARTICLE II

The existence of the corporation shall begin on the date these Articles are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 915 NW 72ND STREET, MIAMI FL 33150.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is TEN THOUSAND(10,000) All of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 915 NW 72ND STREET, MIAMI, FL. The initial registered agent for the Corporation at that address is HAROLD GREENBLATT.

ARTICLE VI

The initial board of directors shall consist of TWO(2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
HAROLD GREENBLATT	915 NW 72ND STREET, MIAMI, FL
DAVID GREENBLATT	915 NW 72ND STREET, MIAMI, FL

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
STEVEN E. EISENBERG, ESQ.	3109 STIRLING ROAD SUITE 101 FT. LAUDERDALE, FL 33312

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12TH day of FEBRUARY, 1997.


Name: STEVEN E. EISENBERG

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GREENBLATT HOLDINGS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: HAROLD GREENBLATT

Date: FEBRUARY 12, 1997

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TALLAHASSEE, FLORIDA