

LAWRENCE NATINSKY

ATTORNEY AT LAW

LAWRENCE NATINSKY, ESQUIRE
BOARD CERTIFIED REAL ESTATE ATTORNEY

MARK WEINBERG, ESQUIRE

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PP10000/9503

February 24, 1997

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Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Approval First, Inc.

To Whom It May Concern:

I have enclosed the original and one copy of the Articles of Incorporation for Approval First, Inc., along with our check in the amount of \$122.50. Please have the Articles of Incorporation filed and provided us with a certified copy. Should you have any questions regarding this incorporation, please do not hesitate to call.

Very truly yours,



Lawrence Natinsky

LN/mg
Enclosures



EFFECTIVE DATE
2-24-97

FILED
97 FEB 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
APPROVAL FIRST, INC.

FILED
97 FEB 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE 1 - NAME AND ADDRESS

The name of the corporation is Approval First, Inc., and the corporation's principal office is located at 1390 South Dixie Highway, Suite 1104, Coral Gables, Florida 33146.

EFFECTIVE DATE
2-24-97

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7500, all of which shall be common shares with a par value of \$1.00.

ARTICLE 5 - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1390 S. Dixie Highway, Suite 1203, Coral Gables, Florida

33146, and the name of the initial registered agent at such address is Lawrence Natinsky, Esq.

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on February 24, 1997.

ARTICLE 8 - INCORPORATOR

The name and address of the Incorporator is:

Lawrence Natinsky, Esq.
1390 South Dixie Highway
Suite 1203
Coral Gables, FL 33146

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

One hundred percent (100%) of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with not less than a one hundred percent (100%) vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

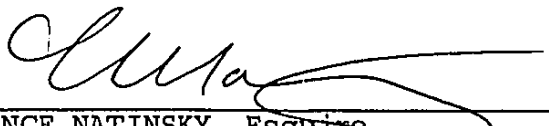
ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation and said

offer shall remain open to the corporation for a period of 30 days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within 30 days after receipt of the offer by the shareholder, the shares may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have the first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within 30 days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent's stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on February 24, 1997.



LAWRENCE NATINSKY, Esquire

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

Lawrence Natinsky, Attorney at Law, having a business office at 1390 S. Dixie Highway, Suite 1203, Coral Gables, Florida 33146, 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 Section 607.0505, Florida Statutes.



LAWRENCE NATINSKY, Esq.

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TALLAHASSEE FLORIDA