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LAW OFFICES
SIMON, SCHINDLER & SANDBERG

TOBIAS SIMON (1929-1982)
THEODORE R. DEMPSTER
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* OF COUNSEL

A PROFESSIONAL ASSOCIATION
2650 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137-4590

TELEPHONE (305) 576-1300
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February 25, 1997

Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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-02/28/97--01119--010
***122.50 ***122.50

RE: **NORTH SHORE FUNDING CORP.**
SS&S FILE NO. 4860

Gentlemen:

Enclosed for filing with your office, are the original Articles of Incorporation for the above-captioned corporation. A check in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50) made payable to the Secretary of State, is enclosed representing payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	\$ 122.50

After filing, please mail a certified copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,

SIMON, SCHINDLER & SANDBERG, P.A.

Mandy Bostian
Mandy Bostian, Legal Assistant
For the Firm

TGS/mb
Enclosure

cc: Mr. Robert Ettinger
Mr. Derek Ettinger

mandy\ettinger\article.ltr

MAR 5

BSB

FILED
97 FEB 28 11:02
TALLAHASSEE
FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
NORTH SHORE FUNDING CORP.

FILED

97 FEB 28 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is North Shore Funding Corp.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day be authorized under law; then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

North Shore Funding Corp.
19442 East Country Club Drive
Aventura, Florida 33180

and the name and address of the initial registered agent of this corporation is:

Roger J. Schindler, Esquire
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137-4590

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person, whose name and address is: Derek Ettinger, 19442 East Country Club Drive, Aventura, Florida 33180. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Registered Agent is:

Roger J. Schindler, Esquire
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137-4590

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

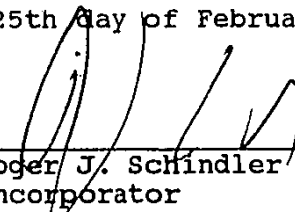
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 1997.

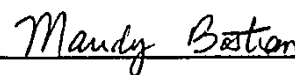


Roger J. Schindler
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of February, 1997, by Roger J. Schindler, who is personally known to me or who provided provided the following as identification _____.

Notary Public:



Print Name: MANDY BOSTIAN

My commission expires:

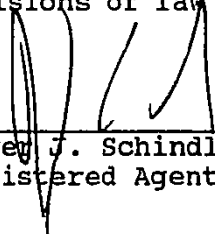


MANDY BOSTIAN
My Commission CC352008
Expires Mar. 03, 1998
Bonded by HAI
800-422-1888

CERTIFICATE OF INCORPORATION

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.

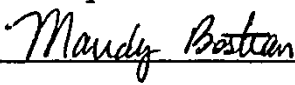


Roger J. Schindler
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of February, 1997, by Roger J. Schindler, as Registered Agent of North Shore Funding Corp., a Florida corporation, and he is personally known to me or who produced _____ as identification.

Notary Public:



Print Name: MANDY BOSTIAN

My commission expires:



MANDY BOSTIAN
My Commission CC332896
Expires Mar. 03, 1998
Bonded by HAI
800-422-1550

FILED
97 FEB 28 AM 11:02
TALLAHASSEE, FLORIDA