

Harvey J. Spinowitz, P.A., Attorneys at Law

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Harvey Jay Spinowitz*
Julie Beth Jouben

*Admitted in Florida, New Jersey and New York

P97000021838

February 25, 1997

TRANSMITTAL LETTER

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

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-03/04/97--01023--017
****131.25 ****131.25

SUBJECT: Healthcare Parking Systems, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

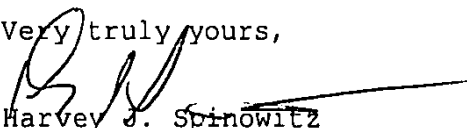
Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

1. Articles of Incorporation
2. Designation of and Acceptance by a Registered Agent
3. Certificate of Status
4. Certified Copy of Articles of Incorporation

If you have any questions, please call me.

Very truly yours,


Harvey J. Spinowitz

HJS/kp

encls.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HEALTHCARE PARKING SYSTEMS, INC.**

The undersigned incorporator, 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 is Healthcare Parking Systems, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 935 Normandy Trace Rd., Tampa, Florida 33602.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one (\$1.00) per share.

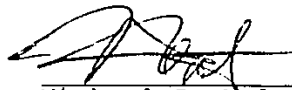
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Michael D. Malatin, 935 Normandy Trace Rd., Tampa, Florida 33602.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Michael D. Malatin, 935 Normandy Trace Rd., Tampa, Florida 33602.

The undersigned has executed these articles of incorporation on this 25th day of February, 1997.



Michael D. Malatin

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 MAR -3 AM 10:27

Pursuant to the provisions of F.S. 607.0501, the undersigned, ¹¹⁵ ~~the~~ 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.

1. The name of the corporation is Healthcare Parking Systems, Inc.
2. The name of the registered agent is Michael D. Malatin.
3. The address of the registered agent/registered office is 935 Normandy Trace Rd., Tampa, Florida 33602.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: February 25, 1997



Michael D. Malatin

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February 25, 1997

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

RE: Articles of Incorporation/Nicole Morgan, Inc.

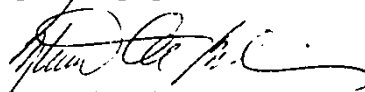
To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Corporation regard Nicole Morgan, Inc. Also enclosed please find my check in the amount of \$122.50 representing the cost of a certified copy of the enclosed Articles of Incorporation.

Please forward a certified copy of the enclosed Articles of Incorporation to the undersigned.

Thank you for your attention to the above.

Very truly yours,



STEVEN M. BERLIN
583 Bedford Avenue
Ft. Lauderdale, FL 33326

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ARTICLES OF INCORPORATION

OF

NICOLE MORGAN, INC.

I, STEVEN M. BERLIN, in order to form a corporation for profit under and pursuant to the laws of the State of Florida, as contained in the "Florida General Corporation Act" as amended, certifies as follows:

ARTICLE I NAME

The name of this corporation is: NICOLE MORGAN, INC.

ARTICLE II DURATION

The duration of the corporation shall be perpetual.

ARTICLE III NATURE OF BUSINESS

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

To buy, sell manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things, either real or personal, which may be required for the purposes of any businesses, or commonly supplied or dealt in by persons, engaged in any such businesses, or which may seem capable of being profitably dealt with in connection therewith.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares, and merchandise of every class and description necessary or useful for the operations of this corporation.

To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular, land, buildings, concessions, leaseholds, business concerns, and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trademarks, trade names, patents and patent rights, copyrights and any interest in real and personal property.

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TALLAHASSEE, FLORIDA

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Nicole Morgan, Inc.
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To take over and operate the business of firms, corporations and individuals to such extent and in such manner as is permitted under the laws of Florida relating to business corporations, and to acquire and hold the securities of other corporations.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV
CAPITAL STOCK

(a) Authorized Capital. The aggregate number of shares which may be issued by the corporation is FIVE HUNDRED (500) shares, at \$1.00 par value, all of which shall be common stock.

(b) Pre-Emptive Rights. Shareholders shall have pre-emptive rights.

(c) Cumulative Voting. Cumulative voting shall be permitted.

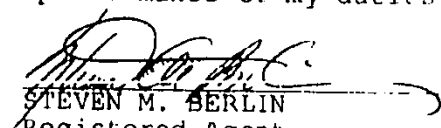
ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

(a) The name and address of the initial registered agent and office of this corporation is as follows:

STEVEN M. BERLIN
583 BEDFORD AVENUE
FT. LAUDERDALE, FLORIDA 33326

(b) In compliance with Section 48.091, Florida Statutes, the following statement is submitted:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


STEVEN M. BERLIN
Registered Agent

ARTICLE VI
DIRECTORS

(a) Number. The initial Board of Directors shall consist of two (2) persons. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the Corporation, in the manner provided by law, but shall never be less than one.

(b) Initial Directors. The name and street address of the initial Board of Directors of this Corporation is as follows:

NAME:

ADDRESS:

STEVEN M. BERLIN

583 Bedford Avenue
Ft. Lauderdale, FL 33326

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation is:

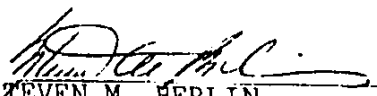
NAME

ADDRESS

STEVEN M. BERLIN

583 Bedford Avenue
Ft. Lauderdale, FL 33326

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of FEB, 1997.

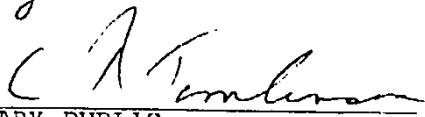

STEVEN M. BERLIN

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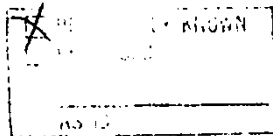
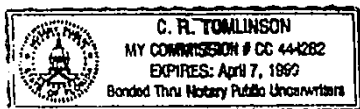
STATE OF FLORIDA)
COUNTY OF) SS:

BEFORE ME, the undersigned authority, personally appeared
STEVEN M. BERLIN, to me known to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged to and
before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 26th day of February, 1997.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA