

**LAW OFFICES OF
STEVEN M. WEISS, P.A.**

LAKE WYMAN PLAZA
2424 NORTH FEDERAL HIGHWAY
SUITE 411
Boca Raton, Florida 33431

TELEPHONE (561) 347-2407
FAX (561) 347-2408
email: sweiss1122@aol.com

STEVEN M. WEISS*

*ALSO A MEMBER OF NEW JERSEY BAR

KAREN A. GLASGOW
Legal Assistant

March 24, 1997

VIA FEDERAL EXPRESS

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

JUPITER OFFICE:
Oceanside Professional Centre
1080 East Indiantown Road
Jupiter, Florida 33477
(561) 744-3409
Reply To:
Boca Raton Office

FILED
MAR 25 PM 12:58
TALLAHASSEE, FLORIDA

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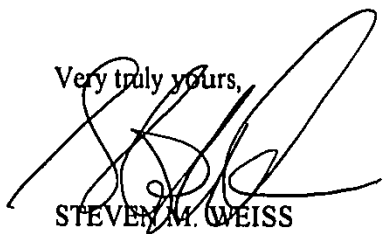
RE: STUART R. MANOFF, P.A.

Dear Sir/Madam:

Enclosed please find an original and one (1) executed Articles of Incorporation of Stuart R. Manoff, P.A. Also enclosed is our firm check in the amount of \$122.50 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed stamped envelope I have provided herein.

Thank you for your anticipated cooperation in this regard. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


STEVEN M. WEISS

SMW:kg
Enclosures

ARTICLES OF INCORPORATION

OF

STUART R. MANOFF, P.A.

ARTICLE I - NAME

The name of this corporation is STUART R. MANOFF, P.A., and the mailing address shall be 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of law and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is STEVEN M. WEISS, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Stuart R. Manoff	2424 North Federal Highway Suite 411 Boca Raton, Florida 33431

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the

ARTICLE X - INCORPORATOR

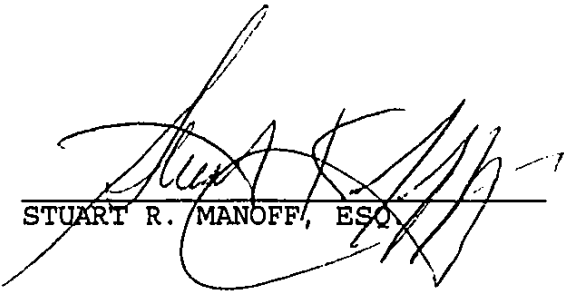
The name and address of the person signing these Articles is:

NAME

ADDRESS

Stuart R. Manoff

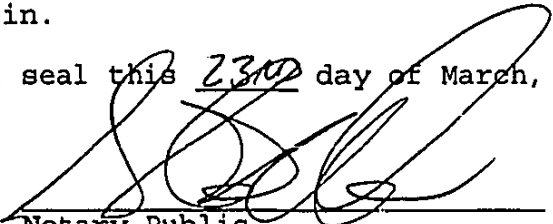
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431


STUART R. MANOFF, ESQ.

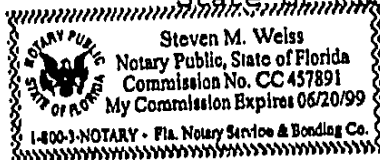
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared STUART R. MANOFF, ESQ., who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 23rd day of March, 1997.

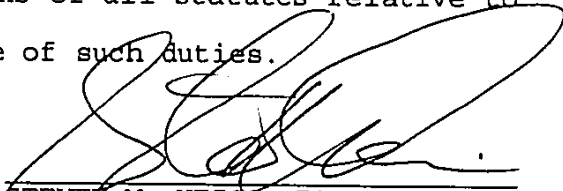

Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
STUART R. MANOFF, P.A.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for STUART R. MANOFF, P.A., STEVEN M. WEISS, ESQ. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


STEVEN M. WEISS, ESQ.

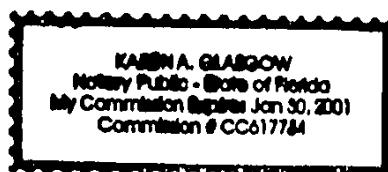
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared STEVEN M. WEISS, ESQ., who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 24th day of March, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



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TALLAHASSEE, FLORIDA