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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: RICHMAN & RICHMAN, P.A.

AUDIT NUMBER.....H97000007544

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: RICHMAN & RICHMAN, P.A.
REF: W97000010595

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

FAX Aud. #: H97000007544
Letter Number: 097A00024423

(5) H97000007544

ARTICLES OF INCORPORATION
OF

RICHMAN & RICHMAN, P.A.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RICHMAN & RICHMAN, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19 WEST FLAGLER STREET
14th Floor
MIAMI, FLORIDA 33130

ARTICLE III PURPOSE

The purpose of this corporation shall be: LEGAL SERVICES/LAW OFFICES

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having an individual par value of \$1.00

Prepared By:

Scott G. RICHMAN, Esq.
19 W. FLAGLER St., 14th Floor
Miami, FL 33130 - 4410
(705) 371-1522
CBN 964352

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

SCOTT G. RICHMAN
19 WEST FLAGLER STREET
14th FLOOR
MIAMI, FLORIDA 33130

ARTICLE VI BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

- | | |
|---|--|
| 1. SCOTT G. RICHMAN
19 WEST FLAGLER STREET
14th FLOOR
MIAMI, FLORIDA 33130 | 2. JEROME S. RICHMAN
19 WEST FLAGLER STREET
14th FLOOR
MIAMI, FLORIDA 33130 |
|---|--|

ARTICLE VII OFFICER(S)

The name, title and address of the officers of this corporation shall be:

1. JEROME S. RICHMAN, PRESIDENT
19 WEST FLAGLER STREET, 14th FLOOR
MIAMI, FLORIDA 33130
2. SCOTT G. RICHMAN, SECRETARY/TREASURER
19 WEST FLAGLER STREET, 14th FLOOR
MIAMI, FLORIDA 33130

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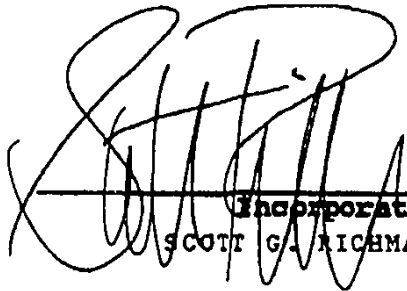
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ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

SCOTT G. RICHMAN
19 WEST FLAGLER STREET
14th FLOOR
MIAMI, FLORIDA 33130

The undersigned has(have) executed these Articles of Incorporation
this 7th day of MAY, 1998.



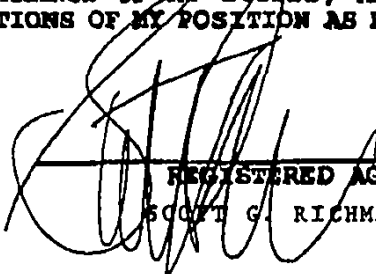
Incorporator
SCOTT G. RICHMAN

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT
SCOTT G. RICHMAN

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JUL 11 1997
TALLAHASSEE, FLORIDA

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