

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

I. BARRY BLAXBERG
DIRECT LINE: 381-7979 Ext. 309

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-4816

P97000047485

May 21, 1997

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Barry Blaxberg, Inc.
Our File 369-19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:08
100002191-0
-05/27/97-08097-007
****131.25 ****131.25

Gentlemen:

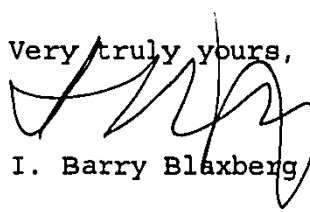
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>

TOTAL \$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


I. Barry Blaxberg

Enclosure
IBB/rk 37092

ROMARINE KOSZKOWSKI (ASST. TO Mr. Blaxberg)
GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA ADDRESS

DATE 5-29-97

DOC. EXAM. R. PURNUN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:08

5-29-97

ARTICLES OF INCORPORATION OF

BARRY BLAXBERG, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 27 PM 2:08

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: BARRY BLAXBERG,
INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Barry Blaxberg, 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name
Barry Blaxberg

Address
25 S.E. 2nd Avenue
Suite 730
Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

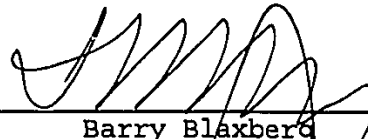
ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator
Barry Blaxberg

Address
25 S.E. 2nd Avenue
Suite 730
Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Barry Blaxberg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:08

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared 1. BARRY BLAXBERG
who is personally known to me or ~~who has~~
~~produced~~ as identification, and acknowledged
that he executed said Articles of Incorporation, and who did take
an oath.

WITNESS my hand and seal in the State and County aforesaid,
this 21 day of May, 1997.



DANIEL JAVIER SERGER
My Commission CC509595
Expires Nov. 13, 1999


NOTARY PUBLIC, State of Florida
Print Name: DANIEL J. SERGER
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Barry Blaxberg, Registered Agent