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MELVIN J. JACOBOWITZ
BOARD CERTIFIED TAX LAWYER

JANET J. OSTROFF

June 4, 1997

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

**RE: ARTICLES OF INCORPORATION
OF MARJOY, INC.**

Gentlemen:

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-06/09/97--01174-017
****122.50 ****122.50

I enclose the following:

1. Original Articles of Incorporation for filing of record.
2. Xerox copy of Articles to be certified and returned to us.
3. Our Check No. 7238 to Florida Department of State in the amount of \$122.50 covering filing fee (\$35), Registered Agent's fee (\$35) and certified copy of Articles (\$52.50).

Please return the certified copy of Articles in the stamped, self-addressed envelope enclosed for your convenience.

Sincerely,

JACOBOWITZ & OSTROFF, P.A.

Janet J. Ostroff
Janet J. Ostroff

97 JUN -9 PH 3:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARJOY/01 INC/pc

Enclosures

A.L. JUN 10 1997

ARTICLES OF INCORPORATION
OF
MARJOY, INC.

FILED
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SEC. OF STATE
TALLahassee, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1.

NAME

The name of the corporation shall be Marjoy, Inc.

ARTICLE 2.

PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1140 Whitesell, Winter Park, Florida 32789. The mailing address of the corporation is the same.

ARTICLE 3.

NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful business.

ARTICLE 4.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE 5.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE 6.

DIRECTORS

The corporation shall have two directors initially. Their names and addresses are Martin Katz, 1140 Whitesell, Winter Park, Florida 32789, and Robin Katz, 1140 Whitesell, Winter Park, Florida 32789.

ARTICLE 7.

REGISTERED AGENT AND AGENT

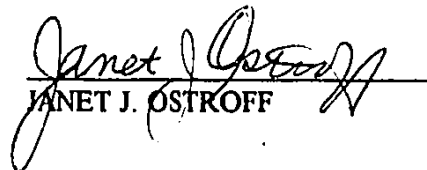
The street address of the initial registered office of the corporation is 11900 Biscayne Boulevard, Suite 720, Miami, Florida 33179, and the name of the initial registered agent at such address is JANET J. OSTROFF.

ARTICLE 8.

INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Janet J. Ostroff, 11900 Biscayne Boulevard, Suite 720, Miami, Florida 33179

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of June, 1997.


JANET J. OSTROFF

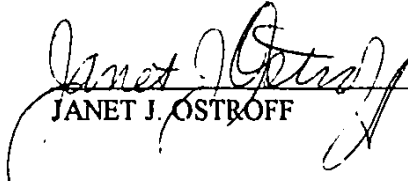
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STATE
FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been designated as the registered agent in the foregoing Articles of Incorporation, I hereby 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 the position of registered agent under Section 607.0505, Florida Statutes. I reside in the state of Florida, and my business office is identical with the registered office of the corporation named above.



JANET J. OSTROFF