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LAW OFFICES OF
STEVEN L. BERZNER, ESQ., P.A.

STEVEN L. BERZNER
ALSO ADMITTED TO NEW YORK BAR

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June 9, 1997

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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

Re: BERZNER HOLDINGS, INC.

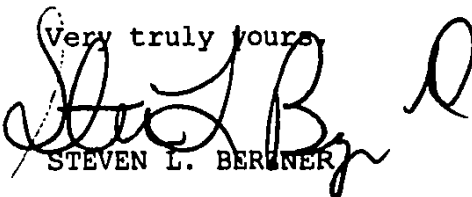
Dear Sir or Madam:

In connection with the above, enclosed for filing please find two original Articles of Incorporation along with my check made payable to your order in the amount of \$122.50 to cover costs of filing.

After the enclosure has been filed, please return one certified copy of the Articles of Incorporation by express mail.

Thank you for your time taken in this matter.

Very truly yours,


STEVEN L. BERZNER

SLB:sam

Enclosures

FILED
97 JUN 11 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. CHANDLER JUN 12 1997

ARTICLES OF INCORPORATION
OF

BERZNER HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I.

The name of this corporation shall be:

BERZNER HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same to the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United States and the state of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and

proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copy rights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer,

mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objections enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon

or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III.

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be five hundred shares of common stock of the par value of One (\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the board of directors.

ARTICLE IV.

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall

be located in the City of Plantation, County of Broward, Florida, with a post office address at 11063 SW 16 Manor, Davie, Florida 33324 or at such other places within or without the state of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VII.

A. The business of this corporation shall be conducted and managed by its board of directors, and such board of directors shall consist of not less than one (1) member. A majority of the first board of directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a president, vice-president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

ARTICLE VIII.

The names and post office addresses of the members of the first board of directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME:</u>	DAVID L. BERZNER
<u>ADDRESS</u>	11063 SW 16 Manor Davie, Florida 33324

ARTICLE IX.

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	DAVID BERZNER
<u>ADDRESS</u>	11063 SW 16 Manor Davie, Florida 33324

ARTICLE X.

In the event that the corporation enters into contracts

or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED, ALSO, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI.

Each director and officer of the corporation, whether or

not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII.

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly

reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV.

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing

or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the board of directors.

ARTICLE XV.

In pursuance of the Florida General Corporation Act, Chapter 607.034, the following is submitted in compliance with said Act:

The street address of the initial registered office of the corporation is: 11063 SW 16 Manor, Davie, Florida 33324, and the name of the initial registered agent of this corporation at that address is: **DAVID L. BERZNER.**

IN WITNESS WHEREOF, the subscriber hereto has hereunto set (his/her) (it's) and (corporate) seal this the 22 day of JANUARY, 1997.

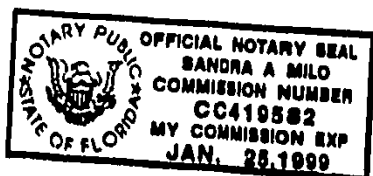

DAVID L. BERZNER

STATE OF FLORIDA :

COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 22, 1997 by DAVID L. BERZNER who is personally known to me.


_____, Notary Public



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091, Florida Statutes, the following is submitted:

First, that BERZNER HOLDINGS, INC., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named DAVID L. BERZNER, located at 11063 SW 16 Manor Davie, Florida 33324, as its agent to accept service of process within Florida.

Signature 
(Corporate Officer)

Title: Subscriber

Date: JANUARY 22 1997

FILED
97 JUN 1 PM 10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designation 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.

Signature 
(Registered Agent)

Date: JANUARY 22 1997