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WEINER, CUMMINGS & VITTORIA

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

4TH FLOOR

1428 BRICKELL AVENUE

MIAMI, FLORIDA 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 27 AM 9:05

WEINER & CUMMINGS, P.A.
PAUL M. CUMMINGS**
LAWRENCE WEINER*

JANE M. WEINER** OF COUNSEL
JAMIE B. RAINERMAN**

THEODORE J. VITTORIA, JR., P.C.
THEODORE J. VITTORIA, JR.***
JAMES A. PURDY****

* ADMITTED IN FL AND PA ONLY
** ADMITTED IN FL ONLY
*** ADMITTED IN NY ONLY
**** ADMITTED IN NY AND TN ONLY

June 24, 1997

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NEW YORK OFFICE:
ROCKEFELLER CENTER
630 FIFTH AVENUE
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Florida Department of State
Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

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-06/27/97-01078-001
***122.50 ***122.50

Re: Umbglick, Inc.

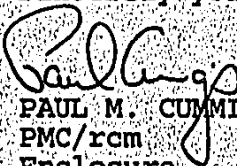
Gentlemen:

In connection with the above referenced corporation, I enclose the following:

1. Original and one copy of the Articles of Incorporation.
2. Original and one copy of the Designation of Registered Agent Form.
3. Our firm's check in the amount of \$122.50 for payment your fees:

Upon filing, please forward to us a certified copy of the Articles of Incorporation together with the Certificate of Incorporation.

Sincerely yours,


PAUL M. CUMMINGS
PMC/rcm
Enclosure
2627HSCR.005

28
6-30-97

UMBGLICK, INC.

97 JUN 27 AM 9:05

ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a corporation under and in accordance with the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

UMBGLICK, INC.

2. The principal office address of the Corporation is: 1428 Brickell Avenue, Suite 400, Miami, Florida 33131

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 1461 N.W. 116th Avenue, Plantation, FL 33323, and the initial Registered Agent shall be Sandy Harnick.

6. The name and address of the sole incorporator hereof is:

<u>Name</u>	<u>Address</u>
<u>SANDY K. HARNICK</u>	<u>1461 N.W. 116th Avenue</u> <u>Plantation, Florida 33323</u>

7. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

Paul M. Cummings, Esq.
1428 Brickell Avenue
Suite 400
Miami, Florida 33131
Florida Bar No. 161271

The names and addresses of the initial Directors are:

Name

Address

SANDY K. HARNICK

1461 N.W. 116th Avenue
Plantation, Florida 33323

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 20th day of June, 1997.

Sandy K. Harnick
SANDY K. HARNICK

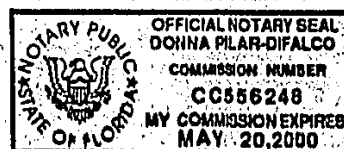
STATE OF FLORIDA)

COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 20 day of June, 1997, by SANDY K. HARNICK who, is personally known to me or who has produced SANDY K. HARNICK as identification and who did take an oath.

2627ARTI.001

Donna Pilar Difalco
NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That UMBGLICK, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Plantation County of Broward State of Florida, has named SANDY K. HARNICK located at 1461 N.W. 116th Avenue, Plantation, Florida 33323, as its agents to accept service of process within this state.

ACKNOWLEDGEMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.

By Sandy K. Harnick
SANDY K. HARNICK
(Resident Agent)