

7/14/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: G. LERMAN & ASSOCIATES, INC.

AUDIT NUMBER.....H97000011448

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

bm 7/15/97

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ARTICLES OF INCORPORATION
OF
G. LERMAN & ASSOCIATES, INC.

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statutes (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the corporation: G. LERMAN & ASSOCIATES, INC.

ARTICLE II. CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is to engage in any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issued and have outstanding at any one time is One Thousand (1,000) shares of common stock, One (\$ 1.00) Dollar par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be 12850 State Road 84, Box 6-14, Ft. Lauderdale, FL 33325.

J.R. FERREIRO, JR., P.A., CPA.
18339 N.W. 68 AVENUE
MIAMI, FLORIDA 33015
(305) 826-2402

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The number of directors may increased or decreased as provided by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors are:

President/Treasurer

Gerald Lerman
12850 State Road 84, Box 6-14
Ft. Lauderdale, Florida 33325

Vice Pres/Secretary

Charletta Lerman
12850 State Road 84, Box 6-14
Ft. Lauderdale, Florida 33325

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Gerald Lerman
12850 State Road 84, Box 6-14
Ft. Lauderdale, Florida 33325

ARTICLE VIII. REGISTER AGENT

The name and address of the initial Register Agent of the Corporation is:

Gerald Lerman
12850 State Road 84, Box 6-14
Ft. Lauderdale, Florida 33325

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

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ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price which it is offered to others.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the incorporator have signed these Articles of Incorporation this 14th day of July, 1997.

Gerald Lerman
Gerald Lerman - Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of JULY, 1997, by GERALD LERMAN, Incorporator of G. Lerman & Associates, Inc., a Florida Corporation on behalf of the corporation. He has identified himself to me with a valid Florida Drivers License, number L655-288-89-194 and did take an oath.

WITNESS MY HAND and official seal, this 14th day of JULY, 1997.

[Signature]
Notary Public, State of Florida



EDUARDO J. QUIRICH
MY COMMISSION & COSEAL EXPIRES
DECEMBER 16, 1997
OFFICE: 1100 N. W. 10th Ave., Suite 100, Miami, FL 33136

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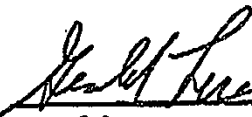
**CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING THE RESIDENT
AGENT UPON WHICH PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said act.

First: G. Lerman & Associates, Inc., desiring to organize under the
laws of the State of Florida with its principal office, as
designated in the Articles of Incorporation at Dade County,
Florida, has named Gerald Lerman, 128507 State Road 84, Box
6-14, Ft. Lauderdale, Florida 33325 as its resident agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
corporation, at the 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 keeping open said office.



Gerald Lerman - Resident Agent

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TALLAHASSEE, FLORIDA

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