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GERALD WEINBERG, P.C.

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JULY 11, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/14/97--01154--007
*****70.00 *****70.00

IMI

Re: ~~INTEGRATED~~ MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

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~~W97~~ ~~110459~~

Dmc
8/5/97

FILED
97 AUG -5 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1997

GERALD WEINBERG, P.C.
ATTN: LAWRENCE A. KIRSCH
90 STATE STREET
ALBANY, NY 12207

SUBJECT: INTEGRATED MANAGEMENT, INC.
Ref. Number: W97000016459

*please return
papers
here*

We have received your document for INTEGRATED MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to the new entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00036407

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Albany, New York 12207

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AUGUST 1, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: IMI MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

FILED

ARTICLES OF INCORPORATION

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IMI MANAGEMENT, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is IMI MANAGEMENT, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Jay Rosen
4598 NW 26th Place
Boca Raton, Florida 33434

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

7331 NW 12th Street
Miami, Florida 33126

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Katherine E. Mitchell
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 11th day of July, 1997.

Katherine E. Mitchell
KATHERINE E. MITCHELL

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this
11th day of July, 1997 by the incorporator of IMI MANAGEMENT, INC.

Laurence A. Kirsch
Notary Public
My Commission Expires:

LAURENCE A. KIRSCH
Notary Public, State of New York
Commission Expires May 11, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: IMI MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

Jay Rosen

4598 NW 26th Place

(P. O. BOX NOT ACCEPTABLE)

Boca Raton, FL 33434

(CITY/STATE/ZIP)

SIGNATURE [Signature]

(Corporate Officer)

TITLE 7/2/97

DATE 7/2/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]

(Registered Agent)

DATE 7/2/97