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August 20, 1997

via FEDERAL EXPRESS

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

EFFECTIVE DATE

8-20-97

RE: DICKSTEIN FINANCIAL SERVICES, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Robert J. Hunt, Esquire

jal
Enclosures
cc: Mr. Richard E. Dickstein

AUG 25 1997

97 AUG 21 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-20-77

ARTICLES OF INCORPORATION
FOR
DICKSTEIN FINANCIAL SERVICES, INC.

FILED

97 AUG 21 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for DICKSTEIN FINANCIAL SERVICES, INC.

1. The name of the corporation is DICKSTEIN FINANCIAL SERVICES, INC.
2. The principal office of the corporation is:
3605 Oakview Court
Delray Beach, FL 33445
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address is:

Name

RICHARD E. DICKSTEIN

Address

3605 Oakview Court
Delray Beach, FL 33445

7. The name and address of the incorporator is:

Name

HCRM Corp.

Address

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be August 20, 1997, provided such date is within five (5) business days prior to the date of filing.

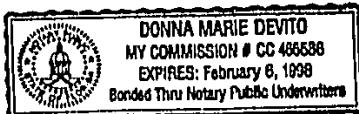
Executed and subscribed at Boca Raton, Florida on August 20, 1997.

HCRM Corp., as Incorporator

By: Robert J. Hunt
ROBERT J. HUNT, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of DICKSTEIN FINANCIAL SERVICES, INC. were acknowledged before me by ROBERT J. HUNT, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 20th day of August, 1997, on behalf of HCRM Corp.



Donna M. Devito
Notary Public
My commission expires:
Printed Name:

Acceptance of Registered Agent

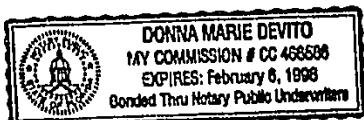
HCRM CORP. hereby accepts the above appointment as registered agent of DICKSTEIN FINANCIAL SERVICES, INC., and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Robert J. Hunt
ROBERT J. HUNT, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by ROBERT J. HUNT as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 20th day of August, 1997, on behalf of the Corporation.



Donna M. Devito
Notary Public
My commission expires:
Printed Name:

97 AUG 21 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA