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ACCOUNT NO. : 072100000032

REFERENCE : 524570 10463A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : September 10, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 524570-005

000002289728--6

CUSTOMER NO: 10463A

CUSTOMER: Michael D. Harris, Esq
COHEN CHERNAY NORRIS
WEINBERGER & HARRIS
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: ONE SHARE STOCK EXCHANGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 SEP 10 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 10 PM 1:52
DIVISION OF CORPORATION

SN SEP 10 1997

EFFECTIVE DATE
9/9/97

ARTICLES OF INCORPORATION
OF
ONE SHARE STOCK EXCHANGE, INC.

FILED

97 SEP 10 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is One Share Stock Exchange, Inc.

Article II - Principal Address

7280 W. Palmetto Park Rd., Suite 110
Boca Raton, FL 33433

Article III - Commencement

This corporation shall commence on the date of execution of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, \$.01 par value.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida, 33408 and the name and address of the initial registered agent is Michael D. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida, 33408.

Article VII - Initial Board of Directors

This corporation shall have 1 director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
712 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

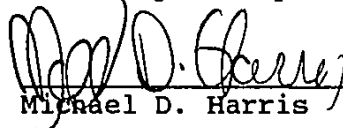
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of September, 1997.



Michael D. Harris

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 One Share Stock Exchange, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS NAMED Michael D. Harris

CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S Highway One,
CITY OF North Palm Beach

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Michael D. Harris
Michael D. Harris

TITLE: Incorporator

DATE: September 9, 1997

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.

SIGNATURE: Michael D. Harris
Registered Agent

DATE: September 9, 1997

FILED
97 SEP 10 PM 2:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE