

P97000088596



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 563746 4303929

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 122.50



ORDER DATE : October 14, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 563746-005

CUSTOMER NO: 4303929

500002319995--8

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BRENNER EQUITY ADVISORS, 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: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT 14 PM 1:30
RECEIVED
97 OCT 14 AM 11:38
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SN OCT 14 1997.

ARTICLES OF INCORPORATION
OF
BRENNER EQUITY ADVISORS, INC.

FILED
97 OCT 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BRENNER EQUITY ADVISORS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3195 N. Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 3195 N. Powerline Road, Suite 104, City of Pompano Beach, County of Broward, State of Florida 33069, and the name of its initial registered agent at such office is Scott Brenner.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four and the name and address of the member of

the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Scott Brenner
3195 N. Powerline Road
Suite 104
Pompano Beach, Florida 33069

Marc Kopelman
3195 N. Powerline Road
Suite 104
Pompano Beach, Florida 33069

Brian Horowitz
3195 N. Powerline Road
Suite 104
Pompano Beach, Florida 33069

Hy Horowitz
3195 N. Powerline Road
Suite 104
Pompano Beach, Florida 33069

ARTICLE VII


The name of the Incorporator is Scott Brenner and the address of the Incorporator is 3195 N. Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8 day of September, 1997.

October


Scott Brenner - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BRENNER EQUITY ADVISORS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Scott Brenner- Registered Agent

Dated: September 8, 1997
October

MIAMI/ROMANU/891272/33pt011.DOC/9/25/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA