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ACCOUNT NO. : 072100000032

REFERENCE : 591709 5010496

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 591709-005

CUSTOMER NO: 5010496

CUSTOMER: Charles Averbook, Esq
CHARLES J. AVERBOOK, ESQ

600002339976--3

2887 Banyan Boulevard Circle

Boca Raton, FL 33431

DOMESTIC FILING

NAME: COUSINS ORECK OF BOCA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 NOV -6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -6 AM 11:25
DIVISION OF CORPORATION

NOV - 6 1997

ARTICLES OF INCORPORATION
OF
COUSINS ORECK OF BOCA, INC.

FILED
97 NOV -6 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is COUSINS ORECK OF BOCA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01. per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation will have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL OFFICES

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the state of Florida will be:

Registered Agent & Office

Charles J. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Florida 33431

Principal Office and Mailing Address

COUSINS ORECK OF BOCA, INC.
c/o Charles Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

The Board of Directors may move the above offices to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation will have two directors initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Charles J. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

Mark Tabor
2607 NW 48th St.
Boca Raton, FL 33434

The persons named as initial directors will hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. DIRECTOR CONFLICT OF INTEREST

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or a committee which approves the above type of contract or transaction.

ARTICLE IX. INFORMAL DIRECTOR OR SHAREHOLDER ACTION

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Charles J. Averbook
2887 Banyan Blvd. Cir.
Boca Raton, Fla. 33431

ARTICLE XI. INDEMNIFICATION

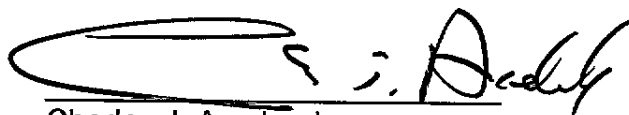
The Corporation will indemnify any officer, director, employee, or agent of the Corporation to the fullest extent permitted by law from any liability or penalty resulting from acts or omissions while serving the Corporation. The Corporation will pay a person's expenses, including attorney's fees, in advance of the final disposition of any suit or other proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses. The Board of Directors may authorize the purchase of insurance for indemnification against any risk for persons holding any of the above positions.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

I, Charles J. Averbook, as the Incorporator, now sign these Articles of Incorporation as of the date indicated below.

11-5-97
Date


Charles J. Averbook
Incorporator.

STATE OF FLORIDA :
:
COUNTY OF PALM BEACH :

I am a Notary Public. Charles J. Averbook, whom I know to be the person described as Incorporator, signed the foregoing Articles of Incorporation in my presence on the 5TH day of NOVEMBER 19 97.


Notary Public, State of Florida

My commission expires:



FLORENCE M. SMITH
COMMISSION # CC586476
EXPIRES SEPT 18, 2000

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:


That COUSINS ORECK OF BOCA, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Boca Raton, State of Florida, has named Charles J. Averbook, located at 2887 Banyan Blvd. Cir., Boca Raton, Florida 33431, as its Registered Agent to accept service of Process within the State of Florida.

Dated: November 1, 1997

COUSINS ORECK OF BOCA, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES relative to the proper and complete performance of my duties.

Dated: November 1, 1997


Charles J. Averbook
(Registered Agent)

FILED
NOV - 6 PM 12:17
TALLAHASSEE, FLORIDA