

LAW OFFICES

MULLEN & BIZZARRO, P.A.

JOSEPH P. MULLEN
DEBORAH L. BIZZARRO

JAMES H. MURRAY, JR.
OF COUNSEL

SUITE PH-C
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
(954) 772-9100
FAX (954) 493-8765

November 5, 1997

FEDERAL EXPRESS

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

RE: NEW CORPORATION -
KIRKWICK HOLDINGS, INC.

800002340109--5
-11/06/97-01057-010
***122.50 ***122.50

Dear Ladies and Gentlemen:

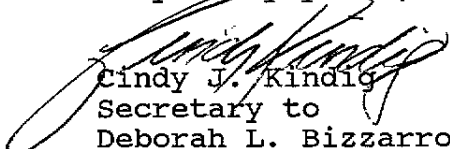
Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for Kirkwick Holdings, Inc. with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, pre-paid Federal Express envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your help and prompt attention to this matter, I remain,

Very truly yours,


Cindy J. Kindig
Secretary to
Deborah L. Bizzarro

/cjk
Enc.
corp/secstate.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
11-6-97

ARTICLES OF INCORPORATION

OF

KIRKWICK HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is KIRKWICK HOLDINGS, INC., with its principal office and address being located at 17808 Southwick Way, Boca Raton, Florida 33498, and its mailing address being 17808 Southwick Way, Boca Raton, Florida 33498.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Suite PH-C, 2929 E. Commercial Boulevard, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (2) Director(s). The number of Directors may be either increased or decreased from time to time in

accordance with the By-laws of the Corporation. The name(s) and address(es) of the initial Director/President are Stephen Brodsky, 17808 Southwick Way, Boca Raton, Florida 33498; and Director/Secretary/Treasurer is Robert Marcus, 10710 Kirkaldy Lane, Boca Raton, Florida 33498.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, Suite PH-C, 2929 E. Commercial Blvd., Ft. Lauderdale, FL 33308.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

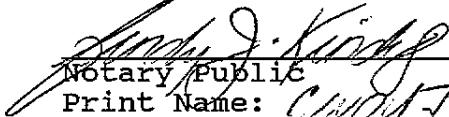
Dated: November 5, 1997.


DEBORAH L. BIZZARRO INCORPORATOR

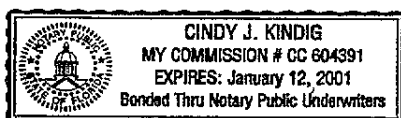
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of November, 1997, by DEBORAH L. BIZZARRO, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public
Print Name: CINDY J. KINDIG

My Commission Expires:



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(1), Florida Statutes (1995), the following is submitted:

That, KIRKWICK HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Deborah L. Bizzarro, as its agent to accept service of process within the State of Florida.


Dated: November 5, 1997.


DEBORAH L. BIZZARRO

ACCEPTANCE BY REGISTERED AGENT

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 the Florida Statutes relative to the proper performance of my duties.

Dated: November 5, 1997.


DEBORAH L. BIZZARRO
Registered Agent

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