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JEFFREY W. FRANTZ, P.A.

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November 3, 1997

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002338521--3  
-11/05/97--01034--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Milton Nussbaum, Inc., and The Milton Nussbaum  
Family Limited Partnership

Dear Sir or Madam:

Enclosed herewith are the following documents:

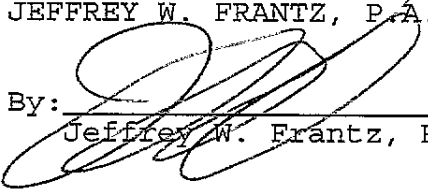
(1) The Articles of Incorporation of Milton Nussbaum, Inc.,  
together with a check in the amount of \$122.50 for the filing  
fee;

(2) The Certificate of Limited Partnership of The Milton  
Nussbaum Family Limited Partnership, together with the Affidavit  
of Capital Contributions, and a check for the filing fee and  
designation of a registered agent in the amount of \$1,785.

Please send a certified copy of the Articles of  
Incorporation of Milton Nussbaum, Inc to the undersigned.

Should you have any questions regarding the foregoing,  
please do not hesitate to contact me.

JEFFREY W. FRANTZ, P.A.

By:   
Jeffrey W. Frantz, Esq.

JWF/nc  
Enclosures  
F:\wp60\nussbaum\div.corp

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER NOV 7 1997

ARTICLES OF INCORPORATION

OF

MILTON NUSSBAUM, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I.  
Name

The name of this Corporation is **Milton Nussbaum, Inc.**

Article II.  
Principal Office

The principal office and mailing address of this Corporation is 19500 Turnberry Way, Suite 21E, Aventura, FL 33180.

Article III.  
Capital Stock

The total number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share.

Article IV.  
Preemptive Rights

Each shareholder of this Corporation shall have a preemptive right.

Article V.  
Initial Registered Agent

The name and street address of the initial registered agent is:

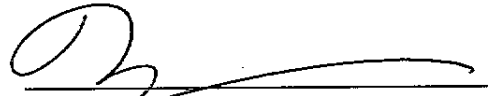
Jay D. Schwartz  
19500 Turnberry Way, Suite 21E  
Aventura, FL 33180

Article VI.  
Incorporator

The name and street address of the Incorporator is:

Jay D. Schwartz  
19500 Turnberry Way, Suite 21E  
Aventura, FL 33180

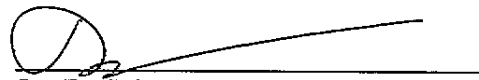
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed these Articles of Incorporation this 30 day of October, 1997.

  
Jay D. Schwartz,  
as Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS  
REGISTERED AGENT**

The undersigned, having been appointed registered agent of **Milton Nussbaum, Inc.** hereby accepts such designation and affirms that it is familiar with and accepts the obligations of such position pursuant to Florida Statute section 607.0505.

October 31, 1997  
Date

  
Jay D. Schwartz,  
as registered agent

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**FILED**  
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TALLAHASSEE, FLORIDA