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Berger
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November 10, 1997

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*****70.00 *****70.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Veloms Management Corporation
Our File No. 4730.001

Dear Sir or Madam:

Enclosed for filing are the original and a duplicate copy of the Articles of Incorporation of Veloms Management Corporation. Please return a "filed" stamped copy to the undersigned.

Also enclosed is a check in the amount of \$70.00 for the filing fee.

Sincerely,

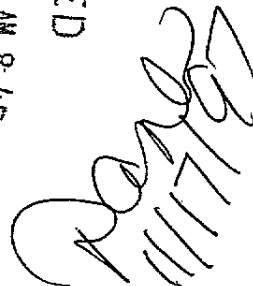
BERGER DAVIS & SINGERMANN


Robin L. Goldston
Legal Assistant

Enc.

cc: Mr. Ira Smolev
Benjamin Cohen, C.P.A.
Mr. William Michaelson
James B. Davis, Esq.

FILED
97 NOV 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
VELOMS MANAGEMENT CORPORATION
A FLORIDA CORPORATION

FILED
97 NOV 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Veloms Management Corporation.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

350 Camino Gardens Boulevard, Suite 200
Boca Raton, Florida 33432

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 350 Camino Gardens Boulevard, Suite 200, Boca Raton, Florida, 33432, and the name of the initial Registered Agent of the Corporation at that address is Ira Smolev.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
IRA SMOLEV	350 Camino Gardens Blvd., #200 Boca Raton, Florida 33432

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
IRA SMOLEV	350 Camino Gardens Blvd., #200 Boca Raton, Florida 33432

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of October, 1997.

IRA SMOLEV
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)



Sworn to and subscribed before me this 5th day of November, 1997, by IRA SMOLEV.

() Personally known to me; or

(X) Produced Identification; Type of Identification produced FL Drivers License.

NOTARY PUBLIC:

Sign: [Signature]
Print Name: ELLA JOU
Commission No.: CC 442192
My Commission Expires: 2/28/99

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of VELOMS MANAGEMENT CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of VELOMS MANAGEMENT CORPORATION.

Date: November 2, 1997

[Signature]
IRA SMOLEV
Initial Registered Agent