



P9700000101700

ACCOUNT NO. : 072100000032

REFERENCE : 613115 4727731

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : November 25, 1997

ORDER TIME : 3:11 PM

ORDER NO. : 613115-005

CUSTOMER NO: 4727731

CUSTOMER: Mr. Bruce Oberfest
BRUCE OBERFEST P.C. TAX
CONSULTANT
287 King Street

700002361627--2

Chappaqua, NY 105140000

DOMESTIC FILING

NAME: RANDY SCHULHOFER, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 AM 10:10 97 DEC -3 AM 9:11
DIVISION OF CORPORATION

12/3/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 AM 10:10

ARTICLES OF INCORPORATION
OF
RANDY SCHULHOFER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RANDY SCHULHOFER, INC.

The address of the principal office of this corporation shall be 19989 Northeast Sixth Court, North Miami Beach, Florida 33179 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 19989 Northeast Sixth Court, North Miami Beach, Florida 33179, and the name of the initial registered agent of the corporation at that address is Randy Schulhofer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Randy Schulhofer	19989 Northeast Sixth Court
Dir:	North Miami Beach, Florida 33179

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on November 25, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

CMS/das

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 AM 10:10

REGISTERED AGENT ACCEPTANCE FORM

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.

Date: 11/26/97

By: Scott Rand Schulhofer