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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 633188 6475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 12, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 633188-005

CUSTOMER NO: 6475A

CUSTOMER: Mr. Richard Sabra
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street
Hollywood, FL 33020

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 PM 1:08

RECEIVED

97 DEC 12 AM 11:37
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: A & S TSENGOLES, INC.

800002370528-0
-12/12/97-01041-009
****122.50 ****122.50

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

cf
12/12/97

EFFECTIVE DATE

01/01/98

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

A & S TSENGOLES, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is A & S TSENGOLES, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is: 2100 N.E. 191st Drive, North Miami Beach, Florida 33179.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing as of January 1, 1998.

ARTICLE IV

PURPOSE

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

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is c/o Atkinson, Diner, Stone & Mankuta, P.A., 1946 Tyler Street, Hollywood, Florida 33022, and the name of the initial registered agent of this corporation at that address is Richard B. Sabra, Esq.

ARTICLE VIII
INCORPORATOR

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The name and address of the Incorporator is: Anthony Tsengoles, 2100 N.E. 191st Drive,
North Miami Beach, Florida 33179.

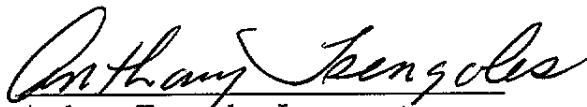
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 10 day of December, 1997.


Anthony Tsengoles
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

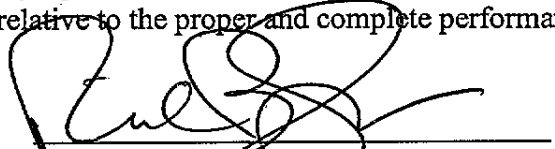
In compliance with Florida Statutes, the following is submitted:

That A & S TSENGOLES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2100 N.E. 191st Drive, North Miami Beach, Florida 33179., has named Richard B. Sabra, Esq., located at c/o Atkinson, Diner, Stone & Mankuta, P.A., 1946 Tyler Street, Hollywood, Florida 33022, as its agent to accept service of process within the State of Florida.


Anthony Tsengoles, Incorporator
DATE: December 10, 1997.

ACCEPTANCE OF 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 all statutes relative to the proper and complete performance of my duties.


Richard B. Sabra, Esq., Registered Agent
DATE: December 10, 1997.