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JOSEPH C. WASCH

Attorney At Law

888 East Las Olas Boulevard, Suite 210
Fort Lauderdale, Florida 33301
Telephone and Fax (954) 462-1840

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Via U.S. Priority Mail

December 12, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

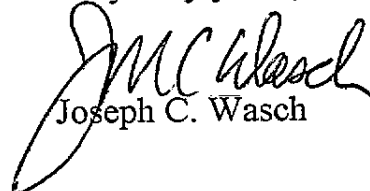
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*****70.00 *****70.00

Re: Goldstein Lewin Financial
Services, Inc.

Dear Sir/Madam:

Enclosed for filing, please find Articles of Incorporation for the captioned corporation. Accompanying the Articles is a check in the amount of \$70.00 in payment of the filing fee. A photocopy of the Articles is enclosed. Please file-stamp the copy and return it in the envelope provided. Thank you.

Very truly yours,


Joseph C. Wasch

JCW:ns

Enclosures

RP
12-22-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1997

JOSEPH C. WASCH
888 EAST LAS OLAS BOULEVARD
SUITE 210
FORT LAUDERDALE, FL 33301

SUBJECT: GOLDSTEIN LEWIN FINANCIAL SERVICES, INC.
Ref. Number: W97000027986

We have received your document for GOLDSTEIN LEWIN FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 697A00058995

ARTICLES OF INCORPORATION

OF

GOLDSTEIN LEWIN FINANCIAL SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GOLDSTEIN LEWIN FINANCIAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1900 Corporate Boulevard, N. W., Suite 301E, Boca Raton, FL 33431. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.01 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Donald Goldstein. The street address of the initial registered agent of this corporation is Suite 300E, 1900 Corporate Boulevard, N.W., Boca Raton, Florida 33431.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Marc List
Suite 300E
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

Gerald R. Lewin
Suite 300E
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

Donald Goldstein
1900 Corporate Blvd., N.W., Suite 300E
Boca Raton, FL 33431

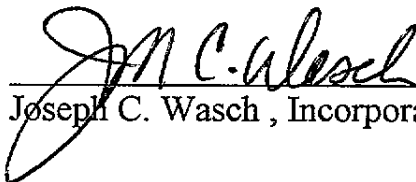
**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Incorporation this 11th day of December, 1997.

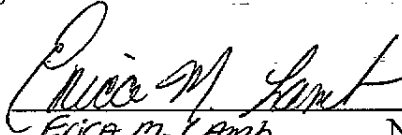


Joseph C. Wasch, Incorporator

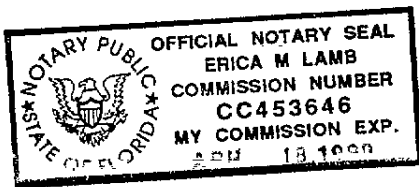
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on December 11, 1997.


ERICA M. LAMB Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

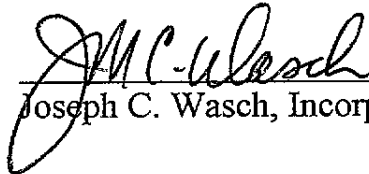
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GOLDSTEIN LEWIN FINANCIAL SERVICES, INC.

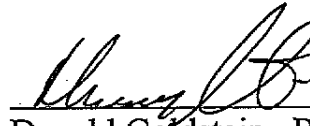
2. The name and address of the registered agent and office is: Donald Goldstein, Suite 300E, 1900 Corporate Boulevard, N.W., Boca Raton, FL 33431.

Dated: December 11, 1997


Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Dated: December 11, 1997


Donald Goldstein, Registered Agent

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