

3/18/98

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: STAN FEINERMAN & ASSOCIATES, INC.

AUDIT NUMBER.....H98000005309

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

of
STAN FEINERMAN & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Stan Feinerman & Associates, Inc., 17 Rose Drive, Fort Lauderdale, FL 33316.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17 Rose Drive, Fort Lauderdale, FL 33316
and the name of the initial registered agent of this corporation at that address is Stanley S. Feinerman.
Stanley S. Feinerman, Enrolled Agent (954) 462-6045
790 E. Broward Blvd. Suite 302
Fort Lauderdale, FL 33301

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: Stanley S. Feinerman
1640 NE 5th Street
Address: Fort Lauderdale, FL 33301

Name: Glorette A. Feinerman
1640 NE 5th Street
Address: Fort Lauderdale, FL 33301

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Stanley S. Feinerman, 1640 NE 5th Street, Fort Lauderdale, FL 33301.

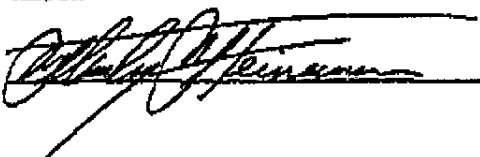
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th Day of March 1998.


_____, President

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STATE OF FLORIDA:

COUNTY OF Broward :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Stanley S. Feinerman known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 17th Day of March, 1998.


Notary Public
State of Florida at Large:



NOTARY CHECK ONE:

- (X) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
() PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Stan Feinerman & Associates, Inc.
desiring to organize under the laws of the State of Florida
with its principle office, as indicated in the Articles of
Incorporation at the City of Fort Lauderdale County
of Broward State of
Florida has named Stanley S. Feinerman
located at 17 Rose Drive, Fort Lauderdale, FL 33316
County of Broward, State of Florida, as its
agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

By: 

Registered Agent

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