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LAW OFFICE
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54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
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NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

- * ALSO ADMITTED IN DISTRICT OF COLUMBIA AND NEW YORK
- ** ALSO ADMITTED IN DISTRICT OF COLUMBIA AND PENNSYLVANIA

March 27, 1998

VIA CERTIFIED MAIL RECEIPT #Z 121 422 860

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

100002474101--8
-03/31/98-01102--008
****122.50 ****122.50

RE: BIRD & CO., INC.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail the Articles once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl Clare
Cheryl R. Clare, Paralegal

/crc
Enclosures

FAWS2000\DOCUMENT\CHERYL\YELLEN\BIRD.INC\SECST-LT.ART

Cheryl Clare GAVE
AUTHORIZATION BY PHONE TO
Cheryl Clare name to Bird + Company, Inc.
DATE 4/3
DOC. EXAM BB

FILED
98 APR -2 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK APR 3 1998

ARTICLES OF INCORPORATION

OF

BIRD & COMPANY, INC.

ARTICLE I

NAME

The name of this corporation is
BIRD & COMPANY, INC.

FILED
98 APR -2 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a service company.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

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

- (a) Par value shall be \$1.00 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/her from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

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

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **5534 Ainsley Court, Boynton Beach, Florida 33437**. The initial registered agent of this corporation is **MARK S. YELLEN** with his address at **5534 Ainsley Court, Boynton Beach, Florida 33437**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

MARK S. YELLEN

**5534 Ainsley Court
Boynton Beach, Florida 33437**

ARTICLE VII

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.

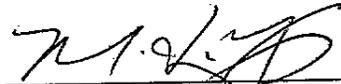
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

MARK S. YELLEN
5534 Ainsley Court
Boynton Beach, Florida 33437

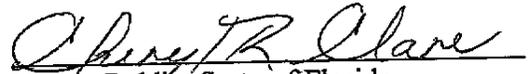
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of March 1998.



MARK S. YELLEN

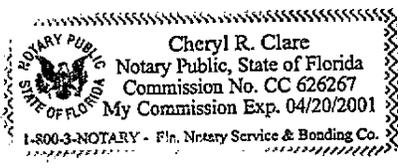
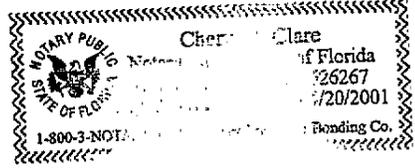
STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 26th day of March 1998, by **MARK S. YELLEN**, who is personally known to me (or who has produced _____ as identification) and who did take an oath.


Notary Public, State of Florida

(SEAL)

F:\WS2000\DOCUMENT\CHERYL\YELLEN\BIRD.INC\ARTICLE.CRT



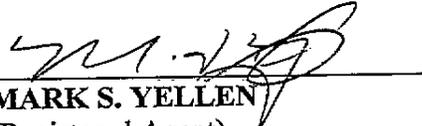
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Bird & Company, Inc. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boynton Beach**, County of **Palm Beach**, State of **Florida** has named **MARK S. YELLEN** located at **5534 Ainsley Court, Boynton Beach, Florida 33437**, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



MARK S. YELLEN
(Registered Agent)

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FILED
98 APR -2 PM 3: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA