

P98000050649



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845426 80974A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 845426-005

CUSTOMER NO: 80974A

700002549187--2

-06/05/98--01079--023

\*\*\*122.50 \*\*\*122.50

CUSTOMER: Beverly Donnelly, Legal Asst.  
POPKIN & SHURPIN, P.A.

Suite 114  
2499 Glades Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: INCENTIVE CITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -5 PM 2:10

RECEIVED  
98 JUN -5 PM 2:11  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

INCENTIVE CITY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -5 PM 2:10

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is

INCENTIVE CITY, INC.

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its initial principal office is:

8560 Eagle Run Drive  
Boca Raton, FL 33434

and the name of its initial Registered Agent at said address is Popkin & Shurpin, P.A. and the mailing address is 2499 Glades Road, Suite 114, Boca Raton, FL 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

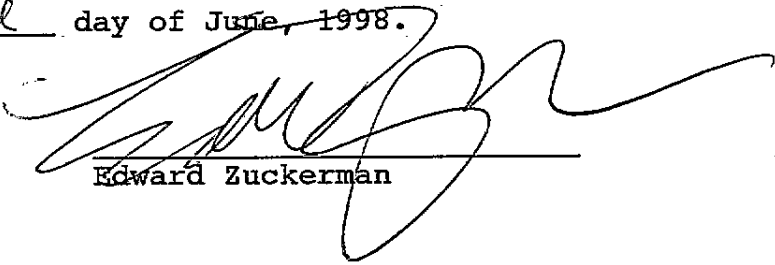
Edward Zuckerman  
8560 Eagle Run Drive  
Boca Raton, FL 33434

7. The name and address of the Incorporator  
is:

Edward Zuckerman  
8560 Eagle Run Drive  
Boca Raton, FL 33434

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 3rd day of June, 1998.



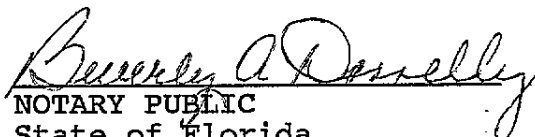
Edward Zuckerman

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

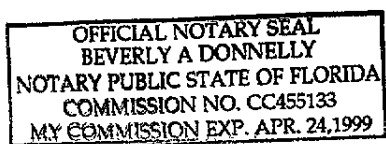
BEFORE ME, the undersigned authority, personally appeared Edward Zuckerman, who is to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and

official seal at Boca Raton, Florida, in said County and State this  
3rd day of June, 1998.

  
NOTARY PUBLIC  
State of Florida  
BEVERLY A. DONNELLY

My commission expires:



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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -5 PM 2:10

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

INCENTIVE CITY, INC.

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 Boca Raton, County of Palm Beach, State of Florida, has named:

Popkin & Shurpin, P.A.  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the 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.

POPKIN & SHURPIN, P.A.

By: 

Edward D. Popkin  
President