

**Berger
Davis &
Singerman**
Professional Association

100 NE Third Avenue Suite 400
Tallahassee, Florida 32301
Phone: 954.525.9900
Fax: 954.523.2872

P98000052395

*Please
Call Elizabeth
@ 561-3010
when ready*

June 10, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Sales Force & Associates, Inc.
Our File No. 5034.002**

Dear Sir or Madam:

Enclosed for filing are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation. Also enclosed is a filing fee check in the amount of \$70.00. Please return a filed copy of the Articles to the undersigned.

If you have any questions, please do not hesitate to call

Sincerely,

BERGER DAVIS & SINGERMAN

Robin L. Goldston

Robin L. Goldston
Paralegal

98 JUN 11 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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Enc.
cc: Ms. Bobbi Ann Martinez (w/enc.)
Leonard K. Samuels, Esq.

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RECEIVED
DIVISION OF CORPORATION

F. Han
JUN 11 1998
(B)

ARTICLES OF INCORPORATION
OF
SALES FORCE & ASSOCIATES, INC.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Sales Force & Associates, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

8362 Pines Boulevard, #411
Pembroke Pines, Florida 33024

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
FRANK P. WOOLF	8362 Pines Boulevard, #411 Pembroke Pines, FL 33024
JEFFREY STOYER	8362 Pines Boulevard, #411 Pembroke Pines, FL 33024

BOBBI ANN MARTINEZ

8362 Pines Boulevard, #411
Pembroke Pines, FL 33024

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

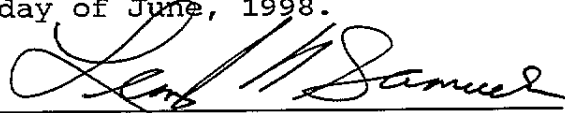
<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	Berger Davis & Singerman 100 N.E. 3rd Avenue, Suite 400 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of June, 1998.



LEONARD K. SAMUELS
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

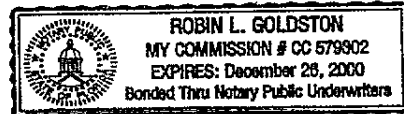
Sworn to and subscribed before me this 3rd day of June, 1998,
by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*
Print Name: Robin L. Goldston
Commission No.: CC579802
My Commission Expires: 12/26/2000



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SALES FORCE & ASSOCIATES, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of SALES FORCE & ASSOCIATES, INC.

Date: June 3, 1998

Leonard K. Samuels
LEONARD K. SAMUELS
Initial Registered Agent