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HERMAN GRUBMAN & MOORE

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100 SOUTHEAST SECOND STREET
SUITE 2600
MIAMI, FLORIDA 33131
TELEPHONE (305) 377-2200
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JEFFREY M. HERMAN
JEFFREY S. GRUBMAN
ROLAND H. MOORE
PETER W. FUDALI
LAWRENCE S. GORDON
STUART S. MERMELSTEIN
LAURA M. FEINER

July 1, 1998

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-07/06/98-01082--005
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Filing of Articles of Incorporation
for Philip D. Bart, Inc.**

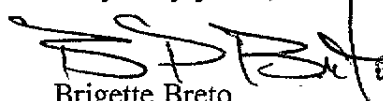
Dear Sir/Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Philip D. Bart, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed to my attention.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-2200. Thank you for your assistance in this matter.

Very truly yours,



Brigitte Breto
Certified Legal Assistant

Enclosure

F:\DATA\CLIENTS\BART\CORP\ARTICLES.LTR

APPROVED
AND
FILED
98 JUL -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 08 1998

ARTICLES OF INCORPORATION
OF
PHILIP D. BART, INC.

98 JUL -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is **Philip D. Bart, Inc.**

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacturer, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works, and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is **ONE HUNDRED (100)**, all of which are of **NO PAR VALUE** each and are of the same class and are to be Common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The principal place of business address of the Corporation is as follows:

P. O. Box 350591
Ft. Lauderdale, Florida 33335

SEVENTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

NAME

ADDRESS

JEFFREY M. HERMAN, ESQ.

**100 Southeast Second Street
Suite 2600
Miami, Florida 33131**

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is **ONE**.

The name and the address of each person who is to serve as a member of the initial Board of Directors of the Corporation are as follows:

NAME

ADDRESS

PHILIP D. BART

**P. O. Box 350591
Ft. Lauderdale, Florida 33335**

NINTH: The name and the address of the incorporators and officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PHILIP D. BART	President	P. O. Box 350591 Ft. Lauderdale, Florida 33335

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed this 30th day of June, 1998.

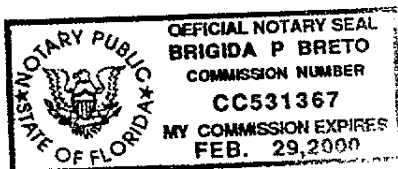


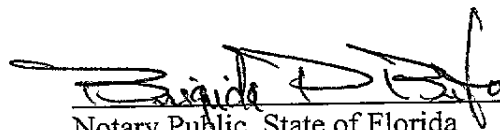
PHILIP D. BART
INCORPORATOR

Sworn to and subscribed before me on this 30th day of June, 1998,
by **PHILIP D. BART** who is personally known to me to be the person named as Incorporator in the foregoing Articles of Incorporation of **PHILIP D. BART, INC.**

Witness my hand and seal of office on the day and year aforesaid.

Commission expires:





Notary Public, State of Florida

Brigida P. Breto
(Print Name of Notary Public)

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation, **Philip D. Bart, Inc.**, named in the foregoing Articles of Incorporation.



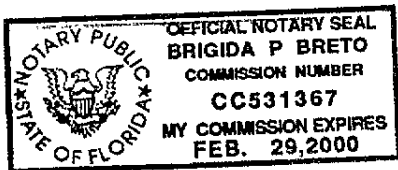
JEFFREY M. HERMAN, ESQ.
100 Southeast Second Street
Suite 2600
Miami, Florida 33131

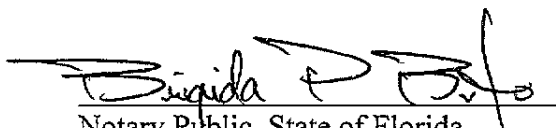
STATE OF FLORIDA)
) **SS:**
COUNTY OF DADE)

On this 30th day of June, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared **JEFFREY M. HERMAN ESQ.**, who is personally known to me to be the person named as the registered agent in the foregoing Articles of Incorporation of **PHILIP D. BART, INC.**, and who duly acknowledged to me that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.

Commission expires:





Notary Public, State of Florida

Brigida P. Breto
(Print Name of Notary Public)

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APPROVED
AND
FILED
98 JUL -6 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA