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THOMAS C. WALSER  
LL.M.-Estate Planning  
CARYN J. CLAYMAN

July 24, 1998

File No.

Bureau of Corporate Records  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32301

400002600584--9  
-07/28/98--01069--001  
\*\*\*122.50 \*\*\*122.50

RE: Incorporation of AUDREY WEINSTOCK, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee . . . . .	\$70.00
Certified Copy . . . . .	\$30.00
Registered Agent Designation . . . . .	\$22.50
Total . . . . .	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. (UPS RETURN ENVELOPE ENCLOSED)

Thank you for your anticipated cooperation.

Very truly yours,

*Charles F. Possess*  
Charles F. Possess

CFP/mmww  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
58 JUL 28 PM 2:46

APPROVED  
AND  
FILED

B. BROCK JUL 30 1998

**ARTICLES OF INCORPORATION  
OF  
AUDREY WEINSTOCK, INC.**

**ARTICLE I. NAME**

The name of the corporation is AUDREY WEINSTOCK, INC.

**ARTICLE II. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III. CAPITAL STOCK**

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

**ARTICLE IV. VOTING RIGHTS**

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 shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2200 W. Glades road, Suite 1204, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is AUDREY WEINSTOCK.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director(s) 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) director. The name and address of the initial director(s) of this corporation is:

AUDREY WEINSTOCK  
6320 Boca Del Mar Drive  
#607  
Boca Raton, FL 33433

**ARTICLE VII. INCORPORATOR**

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

AUDREY WEINSTOCK  
6320 Boca Del Mar Drive  
#607  
Boca Raton, FL 33433

90 JUL 28 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 2200 W. Glades Road, Boca Raton, Florida. The mailing address of the corporation shall be 6320 Boca Del Mar Drive, #607, Boca Raton, Florida 33433.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

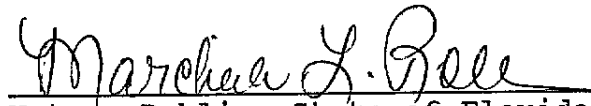
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on July 27, 1998.

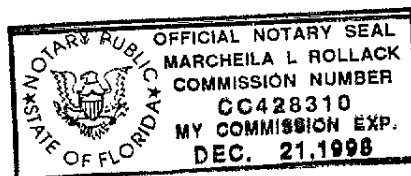
  
AUDREY WEINSTOCK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of JULY, 1998 by AUDREY WEINSTOCK as Incorporator of AUDREY WEINSTOCK INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification and did not take an oath.

  
Notary Public, State of Florida  
Name: \_\_\_\_\_

My commission expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with this Statute:

That AUDREY WEINSTOCK, INC., desiring to organize under the  
laws of the State of Florida as indicated in the Articles of  
Incorporation, has named AUDREY WEINSTOCK located at 2200 W. Glades  
Road, #1204, Boca Raton, Florida 33431, as its agent to accept  
service of process within the State of Florida.

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  
provisions of said Act relative to keeping open this office.

  
AUDREY WEINSTOCK  
Registered Agent

APPROVED  
AND  
FILED

98 JUL 28 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA