

PA 8000072448



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 923333 4340248

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1998

ORDER TIME : 9:36 AM

ORDER NO. : 923333-015

CUSTOMER NO: 4340248

000002619700--4

CUSTOMER: Richard H. Waxman, Esq
KAHN & WAXMAN, P.A.

630 Third Ave.
17th Floor
New York, NY 10017

DOMESTIC FILING

NAME: KWT CONSULTANTS OF FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 12:39

RECEIVED
98 AUG 19 AM 10:45
DIVISION OF CORPORATION
19/98

ARTICLES OF INCORPORATION
OF

KWT CONSULTANTS OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 12:39

The undersigned individual hereby acts as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter the "Corporation") is KWT CONSULTANTS OF FLORIDA, INC.

SECOND: The street address of the principal office and the mailing address of the Corporation is 2101 N.W. Corporate Boulevard, Suite 220, Boca Raton, Florida 33431.

THIRD: The number of shares that the Corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be common shares.

FOURTH: The street address of the initial Registered Office of the Corporation in the State of Florida is c/o Kahn & Waxman, P.A., 2101 N.W. Corporate Boulevard, Suite 220, Boca Raton, Florida 33431.

The name of the initial Registered Agent of the Corporation at the said Registered Office is Kahn & Waxman, P.A.

The written acceptance of the said initial Registered Agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the

Incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Richard H. Waxman	Kahn & Waxman, P.A. 630 Third Avenue 17th Floor New York, New York 10017

SIXTH: The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify 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 Bylaw, vote or act of shareholders or disinterested directors, or otherwise, both as to action in his or her 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, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the Corporation is engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

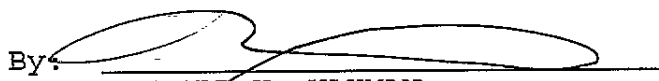
Signed on August 17, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 12:39


RICHARD H. WAXMAN, Incorporator

Having been named as Registered Agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position as Registered Agent.

KAHN & WAXMAN, P.A.

By: 
RICHARD H. WAXMAN

Date: August 17, 1998