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JOEL H. FELDMAN
DAVID STEIN

MERIDETH WATSON-TRAWICK
CERTIFIED LEGAL ASSISTANT

August 13, 1998

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

Re: Grateful Partners, Inc.

Dear Clerk:

Enclosed please find check #5633 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing to this office.

Very truly yours,

Merideth Watson

Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

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-08/17/98-01091--007
****122.50 ****122.50

APPROVED
AND
FILED
98 AUG 17 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 20 1998

ARTICLES OF INCORPORATION
OF
GRATEFUL PARTNERS, INC.

APPROVED
AND
FILED
98 AUG 17 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation is GRATEFUL PARTNERS, INC. with its principal place of business at 2399 N. Federal Highway, Boca Raton, FL 33431.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. DIRECTORS. There shall be two (2) members of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The name and address of the initial Directors are as follows:

ALAN WATTS	2399 N. Federal Highway Boca Raton, FL 33431
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JAY MINZER	2399 N. Federal Highway Boca Raton, FL 33431
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ARTICLE V. OFFICERS. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ALAN WATTS President/Treasurer	2399 N. Federal Highway Boca Raton, FL 33431
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JAY MINZER Secretary	2399 N. Federal Highway Boca Raton, FL 33431
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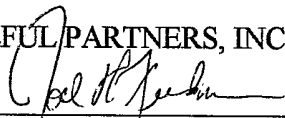
ARTICLE VI. REGISTERED AGENT. The initial registered agent of the corporation shall be located at 4800 N. Federal Highway, Suite 207D, Boca Raton, FL 33431. The initial registered agent of the corporation at that address shall be JOEL H. FELDMAN.

ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation

is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

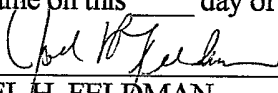
ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of GRATEFUL PARTNERS, INC.



JOEL H. FELDMAN

IN WITNESS WHEREOF, I have subscribed my name on this _____ day of August, 1998.

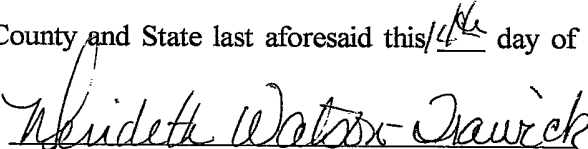


JOEL H. FELDMAN

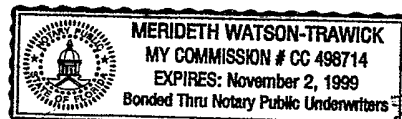
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOEL H. FELDMAN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of August, 1998.



NOTARY PUBLIC



APPROVED
AND
FILED
98 AUG 17 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA