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FILED

98 OCT 28 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 26, 1998

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

800002674118--3  
-10/28/98--01035--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Incorporation of Asset & Tax Management, Inc.

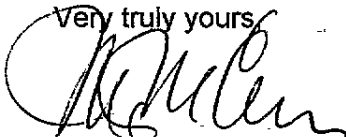
Dear Sir:

I enclose original and one copy of articles of incorporation for the above and a check for \$70.00 to cover the filing fee.

Please return acknowledgement and stamped copy of articles to the undersigned in the enclosed pre-addressed stamped envelope.

Thank you.

Very truly yours,

  
MARTIN H. COHEN

P. Hall

OCT 28 1998

(3)

ARTICLES OF INCORPORATION  
OF  
ASSET & TAX MANAGEMENT, INC.

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The undersigned, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be: **ASSET & TAX MANAGEMENT, INC.**

ARTICLE II - Principal Office

The initial principal office and mailing address of the corporation is: 15751 Sheridan Street, Suite 124, Fort Lauderdale, FL 33331.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issued 1,000 shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV - Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE V - Initial Registered Office and Agent

The address of the initial registered office of the corporation is 15751 Sheridan Street, Suite 124 Fort Lauderdale, FL 33331 and the name of the initial registered agent is Martin H. Cohen.

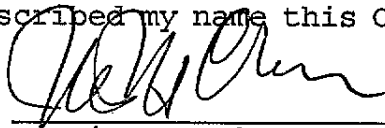
ARTICLE VI - Incorporator

The name and address of the incorporator is: Martin H. Cohen,  
15751 Sheridan Street, Suite 124, Fort Lauderdale, FL 33331.

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

Having been named as registered agent herein, the undersigned Martin H. Cohen hereby agrees to accept service of process within the State of Florida for the corporation at the place designated in these Articles; to otherwise act in the capacity of registered agent, to comply with the provisions of the Act relative to keeping open said office.

IN WITNESS WHEREOF, I have subscribed my name this October 26, 1998.



Martin H. Cohen  
Incorporator  
and Registered Agent

STATE OF FLORIDA )  
SS.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this October 26, 1998, by Martin H. Cohen, personally known to me or who produced Fla DL #RC500-568-47-101-0 as identification and who did take an oath.

NOTARY PUBLIC:

sign. 

print. JOHANNE L. BLOOM  
State of Florida at large (Seal)  
My commission expires:



JOHANNE L. BLOOM  
MY COMMISSION #CC466447  
EXPIRES: June 13, 1999  
Bonded Thru  
General Ins. Underwriters

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98 OCT 28 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA