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BOYNTON BEACH, FLORIDA
TAMARAC, FLORIDA

November 16, 1998

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-11/20/98--01067--004
*****78.75 *****78.75

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

RE: **WILLIAM B. MARCUS INDUSTRIES, INC.**

Gentlemen:

I am enclosing for filing the Articles of Corporation of **WILLIAM B. MARCUS INDUSTRIES, INC.**, along with a check in the amount of \$78.75 which represents the following costs:

Filing Fee	\$35.00
Registered Agent	35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Please date the filing of these Articles to be effective immediately. Kindly mail the Articles of Incorporation, along with the certified copy to the above address. Should you have any questions, please feel free to call me collect at the above number.

Sincerely yours,

Bruce E. Winter

*Signed for Bruce E. Winter in his absence
to prevent delay in mailing.*

Bruce E. Winter, Esquire
BEW/jr
Enclosures

98 NOV 20 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 24 1998

FILED
98 NOV 20 AM 11:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIAM B. MARCUS INDUSTRIES, INC.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

WILLIAM B. MARCUS INDUSTRIES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the
United States and under the laws of the State of Florida.



ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Mr. William B. Marcus
7233 Promenade Drive, Apt., A-601,
Boca Raton, FL 33433



ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have not less than one (1) Director at any time.

ARTICLE VI
DIRECTOR

The name and post office address of the Initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Mr. William B. Marcus	7233 Promenade Drive, Apt., A-601, Boca Raton, FL 33433

The Director shall hold office until the first annual meeting of the Stockholder of the Corporation.



ARTICLE VII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator

Address

Bruce E. Winter, Esq.

2300 Corporate Blvd., NW, Suite 137

Boca Raton, Florida 33431

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

7233 Promenade Drive, Apt., A-601,

Boca Raton, FL 33433



The UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

BY: *B. E. Winter*

Bruce E. Winter, Esq.

STATE OF FLORIDA)

)SS:

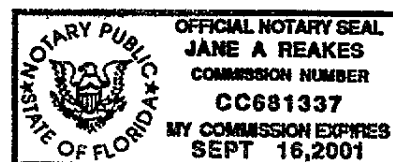
COUNTY OF PALM BEACH)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Bruce E. Winter, Esq., of the firm of WINTER & SCHAUM, PA, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Boca Raton, said County and State this 13 day of November, 1998.

Jane A. Reakes

Notary Public
My Commission Expires:



In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said Act:

First-That **WILLIAM B. MARCUS INDUSTRIES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Boca Raton, County of Palm Beach, State of Florida, has named Mr. William B. Marcus, 7233 Promenade Drive, Apt., A-601, Boca Raton, FL 33433, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: W B Marcus

Mr. William B. Marcus

Registered Agent

FILED
98 NOV 20 AM 11:50
SECRETARY OF STATE
PALM BEACH, FLORIDA

