



THE UNITED STATES
CORPORATION
COMPANY

P98000099656

ACCOUNT NO. : 072100000032

REFERENCE : 045823 81112A

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 78.75

ORDER DATE : November 30, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 045823-005

CUSTOMER NO: 81112A

CUSTOMER: Stephen B. Rosenthal, Esq
STEPHEN B. ROSENTHAL, ESQ
STEPHEN B. ROSENTHAL, ESQ
8142 N. University Drive

Tamarac, FL 33321

DOMESTIC FILING

NAME: PLAN-TO-PLAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 PM 2:55

300002697553

RECEIVED
98 NOV 30 PM 2:02
DIVISION OF CORPORATIONS

11-30
WS

**ARTICLES OF INCORPORATION
OF
plan-to-plan, inc.**

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation shall be plan-to-plan, inc. and its mailing address shall be 463 S.W. 8th Terrace, Boca Raton, Florida 33486.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing date of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 100 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North

University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME & ADDRESS

Judith-Eff Davidoff O'Grady
463 S.W. 8th Terrace, Boca Raton, Florida 33486

ARTICLE VIII

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME & ADDRESS

Judith-Eff Davidoff O'Grady
463 S.W. 8th Terrace, Boca Raton, Florida 33486

ARTICLE IX

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

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has set forth her hand and seal this
27 day of November, 1998.

Judith-Eff Davidoff O'Grady
Judith-Eff Davidoff O'Grady

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public of the state of Florida, personally appeared Judith-Eff Davidoff
O'Grady, who is known to me to be the person whose name is subscribed to this instrument, and who
acknowledged before me that she executed the same for the purposes therein expressed on
11 / 27 /, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day
of November, 1998.

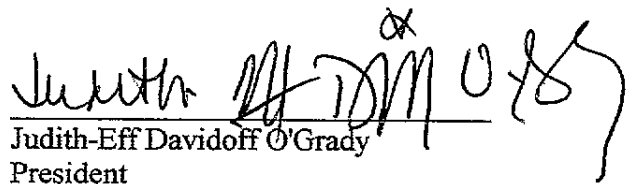
Stephen Bari Rosenthal
NOTARY PUBLIC



STEPHEN BARI ROSENTHAL
My Commission Expires April 21, 2000
Commission No. CC548982

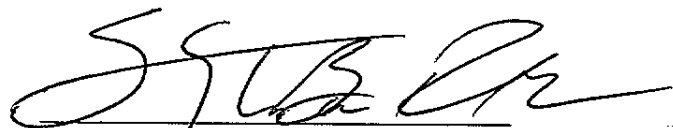
**DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
PURSUANT TO FLORIDA STATUTE 48.091**

plan-to-plan, inc., by and through its sole incorporator, Judith-Eff Davidoff O'Grady , hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.


Judith-Eff Davidoff O'Grady
President

Date: 11/27/98

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent
Dated: 11/27/98

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