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Goldman & Cross, Inc.
3910 Northdale Blvd.
Tampa, FL 33624
Attn: Michael C. Powless

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation of Goldman & Cross, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above captioned corporation, together with the certificate designating the registered agent within this state.

I am enclosing our check in the amount of \$70.00 to cover the filing fee, cost of the certified copy and registered agent filing fee.

Please return one certified copy to the undersigned.

Should you have any questions or comments, please do not hesitate to contact my office.

Sincerely,


Michael Powless

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OF

Goldman & Cross, Inc.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida, specifically Chapter 607, Fla. Stat.

ARTICLE I. NAME

The name of the corporation shall be:

Goldman & Cross, Inc.

The principal place of business of this Corporation shall be:

3910 Northdale Blvd.
Tampa, Florida 33624

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all 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. CAPITAL STOCK

(a) The maximum number of shares of stock 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. Each of the said shares of stock shall entitle the holder thereof to:

1. Vote at any meeting of the shareholders. All or any part of said Capital Stock may be paid in money or property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of Directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

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(c) Every shareholder, upon the sale for cash of any new stock in this corporation shall have the right to purchase its pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V. PRINCIPLE OFFICE AND DESIGNATION
OF REGISTERED AGENT**

Initial Registered Office: The street address of the principal business office of the Corporation shall be: 3910 Northdale Blvd., Tampa, Florida 33624.

Initial Registered Agent: The name of the initial Registered Agent of the Corporation at that address shall be: Michael C. Powless-President.

ARTICLE VI. CAPITAL TO BEGIN BUSINESS

✓ The amount of capital with which this corporation will begin business will be a minimum of Five Hundred Dollars (\$500.00).

ARTICLE VII. REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE VIII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially, to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and addresses of the initial members of the Board of Directors are:

DIRECTOR	ADDRESS
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Michael C. Powless	3910 Northdale Blvd., Tampa, Florida 33624
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Darlene N. Kolodner	3910 Northdale Blvd., Tampa, Florida 33624
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ARTICLE X. MANAGEMENT

The business of the corporation shall be managed by its Board of Directors.

ARTICLE XI. DIRECTOR'S ACTION

Any action permitted or required to be taken by the Directors of this corporation may be taken at a meeting of the Directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator signing these Articles is Michael C. Powless, 3910 Northdale Blvd., Tampa, Florida 33624.

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. GENERAL POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation.
- (b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

ARTICLE XV. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE XVI. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "S" corporation for federal tax purposes.

ARTICLE XVII. NON-REGISTRATION AS SECURITY

The shares of common stock to be issued to subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

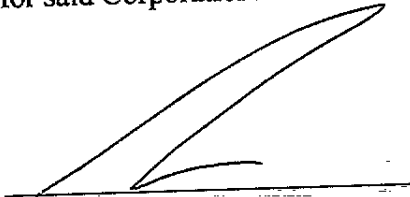
The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act 4(2) and 517.061, Fla. Stat., and agree:

1. That no offer or sale of stock shall be made to a nonresident of the State of Florida;
2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months.
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for the sale of stock; and
6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with 517.061(11)(a)(5).

The undersigned incorporators acknowledge they have been provided access to all material books and records of the corporation for review, to all material contracts and

ACCEPTANCE OF REGISTERED AGENT

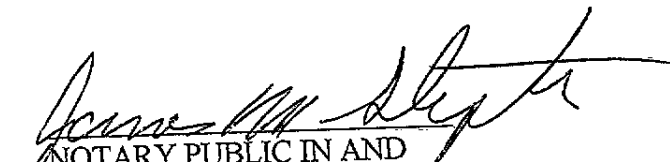
I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Michael C. Powless
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 11 day of December, 1998, by Michael C. Powless, who is personally known to me and who ~~did~~ (did not) take an oath.



NOTARY PUBLIC IN AND
FOR STATE OF FLORIDA
COMMISSION NO.: CC588035
COMMISSION EXPIRES 9-24-2000
(SEAL)



James M Stephen
My Commission CC588035
Expires Sep. 24, 2000



James M Stephen
My Commission CC588035
Expires Sep. 24, 2000

documents relating to this private offering and have had an opportunity to question all appropriate officers of the corporation concerning the private offering.

The undersigned incorporators agree that they are purchasing their shares for investment and not with the intent to re-sell or distribute shares to the public. In the event that incorporators wish to sell their shares in the future, such sale must qualify and satisfy all federal and state private placement exemptions.

ARTICLE XVIII. AMENDMENT

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

ARTICLE XIX. INFORMAL SHAREHOLDERS ACTION

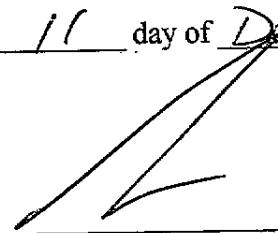
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Sec. 607.0704, Fla. Stat. and the By-Laws.

ARTICLES XX. EXISTENCE OF CORPORATION

This corporation shall commence business on the day these Articles are filed with the Secretary of State's Office and shall exist perpetually thereafter unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

11 day of December 1998



(SEAL)
Michael C. Powless
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

1. That Goldman & Cross, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 3910 Northdale Blvd., Tampa, Florida 33624, County of Hillsborough, has named Michael C. Powless, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



Michael C. Powless

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