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KENNETH A. WENZEL, P.A.

ATTORNEY AT LAW

980 NORTH FEDERAL HIGHWAY

SUITE 440

BOCA RATON, FLORIDA 33432

TELEPHONE

(561) 361-0900

FAX

(561) 338-3441

January 22, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

100002753201--8

-01/25/99--01070--015

*****70.00 *****70.00

Re: Our File No. 98-20643
Carpenter Perlman & Associates, Inc.
General Representation

Gentlemen:

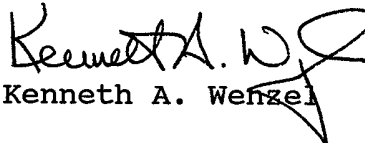
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of CARPENTER PERLMAN & ASSOCIATES, INC., together with a check in the amount of Seventy Dollars (\$70.00), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00

Please return a file-stamped copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Enclosures (3)

cc: Steven Reiskind

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Dmc
1-28-99

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99 JAN 25 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARPENTER PERLMAN & ASSOCIATES, INC.

ARTICLE 1

NAME

The name of this Corporation is CARPENTER PERLMAN &
ASSOCIATES, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
1300 Park of Commerce, Suite 272, Delray Beach, Florida 33445.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 1300 Park of
Commerce, Suite 272, Delray Beach, Florida 33445.

ARTICLE 4

PURPOSES AND POWERS

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

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1300 Park of Commerce, Suite 272, Delray Beach, Florida 33445 and the name of the initial registered agent of this Corporation at that address is Steven Reiskind.

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Steven Reiskind.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 19 day of January, 1999.

A handwritten signature in cursive script, appearing to read "S. Reiskind", is written over a horizontal line.

Steven Reiskind, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
CARPENTER PERLMAN & ASSOCIATES, INC.

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

CARPENTER PERLMAN & ASSOCIATES, INC., desiring to organize
under the laws of the State of Florida, with its registered office
as indicated in the Articles of Incorporation, has named Steven
Reiskind, located at 1300 Park of Commerce, Suite 272, City of
Delray Beach, County of Palm Beach, State of Florida, as its
registered agent for 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 Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.

x 

Steven Reiskind