

LAW OFFICES
OF
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February 12, 1999

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*****78.75 *****78.75

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

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB 15 PM 12:26

RE: SIMON & RAON, INC.

Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation for SIMON & RAON, INC. for filing. Also enclosed is a check in the sum of \$78.75, in payment of the filing fee and cost of obtaining a certified copy of the articles of incorporation.

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

GREGG H. GLICKSTEIN, P.A.

By: 
Gregg H. Glickstein, Esquire

Enclosure

D. BROWN FEB 16 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 12:26

ARTICLES OF INCORPORATION

OF

SIMON & RAON, INC.

ARTICLE I

NAME

The name of this corporation is SIMON & RAON, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1365 West Palmetto Park Road, Boca Raton, Florida 33486. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

DAVID SIMON
1365 West Palmetto Park Road
Boca Raton, Florida 33486

JOHN F. MUSSER III
1365 West Palmetto Park Road
Boca Raton, Florida 33486

RACHEL N. MUSSER
1365 West Palmetto Park Road
Boca Raton, Florida 33486

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

DAVID SIMON
1365 West Palmetto Park Road
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of February, 1999.

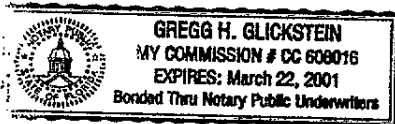

DAVID SIMON

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of February, 1999, by DAVID SIMON, who is personally known to me or who has produced N/A as identification and who did take an oath.

(Notarial Seal)




Notary Public, State of Florida

Print Name: Gregg H. Glickstein

Serial No.: _____

My Commission Expires: _____

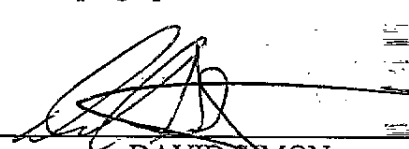
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance therewith:

First: That SIMON & RAON, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the city of Boynton Beach, County of Palm Beach, State of Florida has named DAVID SIMON, located at 1365 West Palmetto Park Road, Boca Raton, Florida 33486, as its agent to accept service of process within this State at that address.

ACKNOWLEDGMENT: 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 provision of said authority relative to keeping open said office.

BY: _____


DAVID SIMON
(Registered Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 12:26