

LAW OFFICES
MARTIN R. MALLINGER, P.A.

COMPSON FINANCIAL CENTER - SUITE 302
980 NORTH FEDERAL HIGHWAY
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MARTIN R. MALLINGER

May 12, 1999

VIA UPS NEXT DAY AIR

Florida Secretary of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee FL 32399

RE: BOCA FAMILY, INC.

500002873675--4
-05/13/99--01054--012
****122.50 *****78.75

Dear Sir or Madam:

Enclosed herewith please find the original, executed Articles of Incorporation of Boca Family, Inc. and our check made payable to the Secretary of State in the amount of \$122.50. Please process the enclosure as soon as possible and return a certified copy thereof to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.



Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/imp
Encl.
(MOUALLEM.BOCAFAMILY/1193.000/SECYST01)

FILED
99 MAY 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 18 1999

**ARTICLES OF INCORPORATION
OF
BOCA FAMILY, 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.

FILED
99 MAY 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I. NAME

The name of the corporation shall be BOCA FAMILY, INC. The principal place of business of the corporation shall be 12205 Rockledge Circle, Boca Raton, FL 33428.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares 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.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors. The names and street addresses of the initial members of the Board of Directors are:

RANDY S. MOUALLEM
12205 ROCKLEDGE CIRCLE
BOCA RATON FL 33428

BONNIE L. MAZOR
12205 ROCKLEDGE CIRCLE
BOCA RATON FL 33428

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

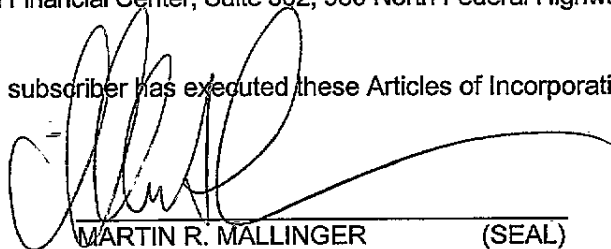
RANDY S. MOUALLEM, PRES.
12205 ROCKLEDGE CIRCLE
BOCA RATON FL 33428

BONNIE L. MAZOR, SECY./TREAS.
12205 ROCKLEDGE CIRCLE
BOCA RATON FL 33428

ARTICLE IX. SUBSCRIBER

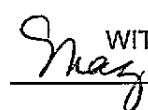
The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.


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


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA, COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

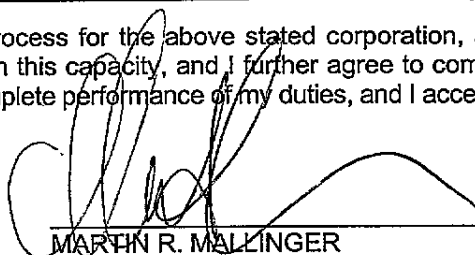
 WITNESS my hand and official seal in the State and County last aforesaid this 12th day of May, 1999.


NAME: LORRAINE MARIE POLLACHEK
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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 of Section 607.325, Florida Statutes.


MARTIN R. MALLINGER
REGISTERED AGENT

DATE: MAY 12, 1999

FILED
99 MAY 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA