

**LAW OFFICES OF
POSESS & WALSER, P.A.**

7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433

(561) 750-1040

Telecopier: (561) 750-0708

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLEY, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
MONA S. WEISS
GISELE E. ASMAR

P99000044934

May 12, 1999

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

200002873682--3
-05/13/99-01054-014
****122.50 *****78.75

Re: SIEDLER GROUP INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$122.50</u>

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser (signature)

Thomas C. Walser

TCW:jl
cc: Mark Siedler
(inform\3393ss.ltr)

T. SMITH MAY 18 1999

FILED
99 MAY 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

SIEDLER GROUP INC.

FILED
99 MAY 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **SIEDLER GROUP INC.**. The principal office and mailing address is 7657 London Lane, Boca Raton, FL 33433.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way #201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq., & 015 Beracasa Way #201, Boca Raton, FL 33433

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

NAME

ADDRESS(ES)

Mark Siedler

7657 London Lane
Boca Raton, FL 33433

Susan Siedler

7657 London Lane
Boca Raton, FL 33433

ARTICLE IX

The name and address of each incorporator is:

NAME(S)

ADDRESS(ES)

Thomas C. Walser, Esq.

7015 Beracasa Way #201
Boca Raton, FL 33433 15~

DATED this 12th day of May, 1999.



Thomas C. Walser, Esq., Incorporator

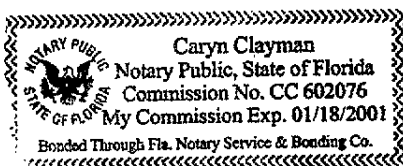
STATE OF FLORIDA

COUNTY OF PALM BEACH

)
)ss:
)

The foregoing instrument was acknowledged before me, this 12th day of May, 1999,
by THOMAS C. WALSER, ESQ who is personally known to me, or who has produced a
_____ as identification.


My Commission Expires:


Notary Public

CARYN CLAYMAN

CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Thomas C. Walser, Esq.
Registered Agent

(incform\12~artinc.gen)

FILED
99 MAY 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA