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JOEL REINSTEIN

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THE PLAZA • SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486

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July 27, 1999

AIRBORNE

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002943761--2

-07/28/99-01039-009

\*\*\*122.50 \*\*\*\*\*78.75

Re: PORTNOY FAMILY CORP.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm  
Enclosures-check  
cc: Mr. Simon Portnoy

StateInc.ltr

FILED  
99 JUL 28 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/3/99

*[Handwritten signature]*

ARTICLES OF INCORPORATION

OF

PORTNOY FAMILY CORP.

FILED  
99 JUL 28 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PORTNOY FAMILY CORP. (hereinafter called the "Corporation"), and the address of the principal office and the mailing address of the Corporation is 2 Dominica Drive, Englewood, Florida 34223.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and Chapter 607, Florida Statutes.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of its initial registered agent at such office is Joel Reinstein.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Simon Portnoy  
2 Dominica Drive  
Englewood, Florida 34223

ARTICLE VI

The name of the Incorporator is Joel Reinstein, Esq. and the address of the Incorporator is Joel Reinstein, Esq., 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

ARTICLE VII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of July, 1999.


  
JOEL REINSTEIN

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared JOEL REINSTEIN, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid, this 27 day of July, 1999.

My commission Expires:

  
Notary Public

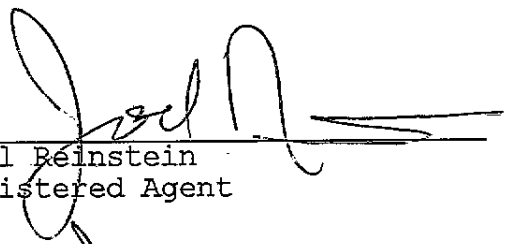
WANDA S. MCNULTY



Wanda S. McNulty  
MY COMMISSION # CC682866 EXPIRES  
September 22, 2001  
BONDED THROUGH TROY PAINT INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PORTNOY FAMILY CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
Joel Reinstein  
Registered Agent

DATED: July 27, 1999

FILED

99 JUL 28 AM 10:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA