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October 4, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

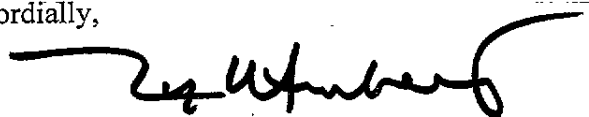
Re: Articles of Incorporation - Glassman Enterprises, Inc.
Our File No.417.010

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation of Glassman Enterprises, Inc. Please file same for record and return a certified copy to the undersigned. Also enclosed is my firm's check for \$78.75 as and for filing fee and the certified copy.

If you should have any questions, please contact our offices. Thank you for your prompt attention to this matter.

Cordially,



LYNN W. FROMBERG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GLASSMAN ENTERPRISES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: GLASSMAN ENTERPRISES, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

126 South Federal Highway - Suite 201
Dania, Florida 33034

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Dade County Corporate Agents, Inc.	20801 Biscayne Blvd. - Suite 505 Aventura, Florida 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-laws of this corporation. Directors need not be stockholders. The initial Directors of this corporation shall be Phil Glassman and Phyllis Glassman who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

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

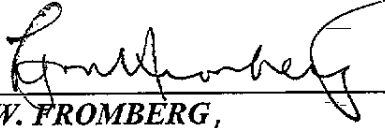
LYNN W. FROMBERG
Aventura Corporate Center
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of October, 1999.

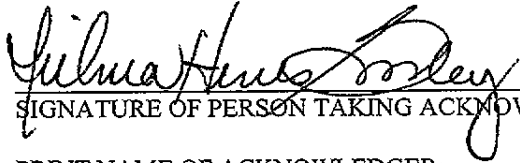


LYNN W. FROMBERG,
Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

4th The foregoing instrument was acknowledged before me this day of October, 1999, by LYNN W. FROMBERG, to me well 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 therein expressed, and who is personally known to me.

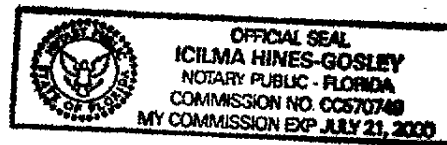


SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT

PRINT NAME OF ACKNOWLEDGER:

TITLE:

COMMISSION NUMBER:

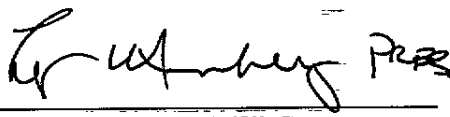


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 and 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT GLASSMAN ENTERPRISES, INC, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT CITY OF DANIA, STATE OF FLORIDA, HAS NAMED DADE COUNTY
CORPORATE AGENTS, INC., LOCATED AT 20801 BISCAYNE BOULEVARD, SUITE 505,
CITY OF AVENTURA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

DADE COUNTY CORPORATE AGENTS, INC.,
a Florida corporation

By: 
LYNN W. FROMBERG

TITLE: Incorporator

DATE: October 4, 1999

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FILED
99 OCT - 8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA