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LAURA E. ARNOFF
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CIVIL TRIAL ATTORNEY

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P99000103798

November 22, 1999

Florida Department of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

800003054228--8
-11/24/99-01064-003
****122.50 *****78.75

RE: Money & Brains, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find check number 11286 in the amount of \$122.00 with the original and one copy of the Articles of Incorporation for Money & Brains, Inc.

Please return the certified copy of said articles to our office.

If you have any questions, please feel free to call me. Thank you.

Sincerely yours,

La E. Arnoff
LAURA E. ARNOFF

LEA:ams
Enclosures

FILED
99 NOV 24 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe DEC 1 1999

ARTICLES OF INCORPORATION

OF

MONEY & BRAINS, INC.

FILED
99 NOV 24 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MONEY & BRAINS, INC.

The address of the principal office of this corporation shall be Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of 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 of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The name and street address of the registered agent of the corporation shall be Laura E. Arnoff, Esquire, c/o Joseph Charles & Associates, Inc., Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joseph Visconti	Crystal Corporate Center, Suite 300 2500 North Military Trail Boca Raton, FL 33431
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Anthony C. Pintsopoulos	Crystal Corporate Center, Suite 300 2500 North Military Trail Boca Raton, FL 33431
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Laura E. Arnoff	Crystal Corporate Center, Suite 300 2500 North Military Trail Boca Raton, FL 33431
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ARTICLE VII - NAME OF INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: LAURA E. ARNOFF, ESQUIRE, 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408.

The undersigned incorporator has executed these Articles of Incorporation on November 22, 1999.



LAURA E. ARNOFF, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

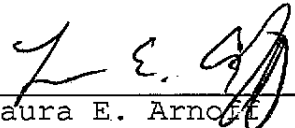
Laura E. Arnoff, an individual residing in this state, having a business office located at Joseph Charles & Associates, Inc., Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431, identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MONEY & BRAINS, INC.

Laura E. Arnoff is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: November 22, 1999

BY:



Laura E. Arnoff

FILED
99 NOV 24 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA