

LAW OFFICE
KEITH A. JAMES

P96000096568

November 20, 1996

VIA OVERNIGHT MAIL

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

500002011475--2
-11/21/96--01086--008
***122.50 ***122.50

RE: GUERIN ARNETT & COHEN, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with this firm's check in the amount of \$122.50, representing payment for the following expenses:

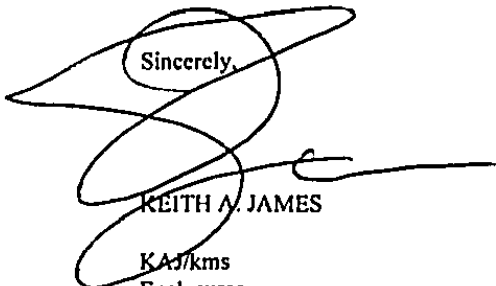
Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

FILED
96 NOV 21 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to this office at your earliest convenience.

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,



KEITH A. JAMES

KAJ/kms
Enclosures

cc: Alphonso E. Tindall, Esq. (with encl.)

NOV 27 1996 BSB

KEITH A. JAMES, P.A.
1655 Palm Beach Lakes Blvd., Suite 510
West Palm Beach, Florida 33401
Phone (561) 686-4500 • Fax (561) 684-1508

ARTICLES OF INCORPORATION

OF

GUERIN ARNETT & COHEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **GUERIN ARNETT & COHEN, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 320 South Harrison Street, Unit 5-L, East Orange, New Jersey 07018.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock with \$0.01 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Boulevard, Suite 810, Tower C, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is KEITH A. JAMES.

ARTICLE VII

INITIAL DIRECTORS

The names and street addresses of the initial directors of the Corporation are as follows:

<u>Name:</u>	<u>Address:</u>
1. Linda Guerin	455 East Ocean Boulevard Long Beach, CA 90082

Name:

Address:

2. Alphonso E. Tindall
320 South Harrison Street, #5-L
East Orange, N.J. 07018

3. Keith A. James
1655 Palm Beach Lakes Boulevard
Suite 810
West Palm Beach, FL 33401

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is as follows:

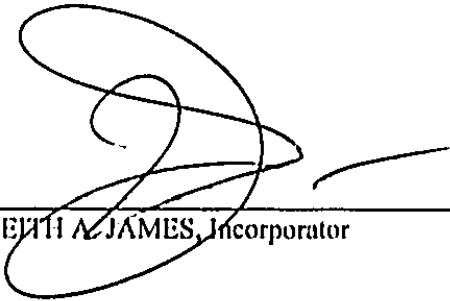
Name:

Address:

KEITH A. JAMES

1655 Palm Beach Lakes Boulevard
Suite 810
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20th day of November, 1996.



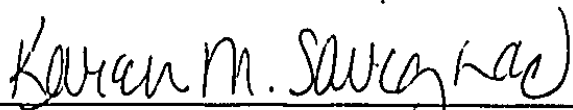
KEITH A. JAMES, Incorporator

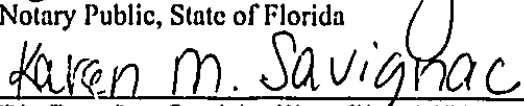
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 20th day of
November, 1996, by KEITH A. JAMES, who:

[] is personally known to me; or

[] has produced identification: _____



Notary Public, State of Florida


(Print, Type or Stamp Commissioned Name of Notary Public)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, KEITH A. JAMES, am familiar with and accept the obligations of the appointment as the initial registered agent of GUERIN ARNETT & COHEN, INC., as made in the foregoing Articles of Incorporation.

DATED this 20th day of November, 1996.

By:

KEITH A. JAMES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA