

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
STATE TAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

9500064200

ACCOUNT NO. : 072100000032

REFERENCE : 665048 86901H

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 70.00

ORDER DATE : August 18, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 665048

700001504257

CUSTOMER NO: 86901H

CUSTOMER: Ms. Diane Muehleisen
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
830 Bear Tavern Road
Suite 305
Trenton, NJ 086281020

DOMESTIC FILING

NAME: ANPESIL OF FLORIDA, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
95 AUG 18 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG 21 1995

ARTICLES OF INCORPORATION
OF
ANPESIL OF FLORIDA, INC.

FILED
95 AUG 18 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ANPESIL OF FLORIDA, INC..

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 7220 Northwest 36th Street, Suite 636, Miami, Florida 33166.

THIRD: The mailing address, wherever located, of the corporation is 7220 Northwest 36th Street, Suite 636, Miami, Florida 33166.

FOURTH: The number of shares that the corporation is authorized to issue is 10,000, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Ernest A. Curtin, Jr.	Prentice Hall 830 Bear Tavern Road West Trenton, New Jersey 08628

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

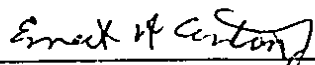
EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on August 17, 1995



Ernest A. Curtin, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Tabatha F. Fiorelli - Asst. V.P.
Tabatha F. Fiorelli

Date: August 17, 1995

95 AUG 18 AM 9:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: Amesell of Florida, Inc.

1b. Date of incorporation: August 18, 1995 Document number 95 NOV 20

2. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.

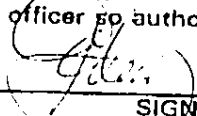
1301 Gays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Emilio Pelaez, 7190 N.W. 12th Street, Miami, Florida 33126

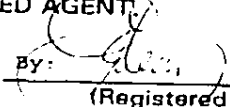
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
November 14, 1995
DATE

Emilio Pelaez, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE By: 
(Registered Agent)
DATE November 14, 1995