

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9193 FAX

800-342-8086



PROFESSIONAL SERVICES

9600014782

RECEIVED
6 FEB 15 PM 11 34
DIVISION OF CORPORATION

ORDER NO. : 848547 4331939
REFERENCE : 848547 4331939

AUTHORIZATION : *Patricia Pizotti*
COST LIMIT : \$ 122,500

ORDER DATE : February 15, 1996
ORDER TIME : 12:34 PM
ORDER NO. : 848547
CUSTOMER NO: 4331939

400001716224

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

FILED
96 FEB 15 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SR84 GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

T. BROWN FEB 16 1996

WJH-3576

*Teresa
Need today
file date*

**ARTICLES OF INCORPORATION
OF
SR84 GROUP, INC.**

(a Florida corporation)

FILED
88 FEB 15 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **SR84 GROUP, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 16570 N.E. 26th Avenue, Suite 4C, North Miami Beach, Florida 33160.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Bryan D. Cohen
Maria C. Cohen

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Brian J. Shorr, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

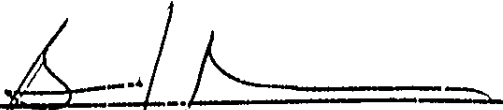
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

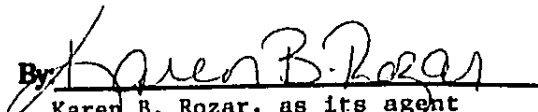
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of SR84 GROUP, INC. this 5th day of February, 1996.


BRIAN J. SHERR
Incorporator

**CONSENT OF REGISTERED AGENT
OF
SR84 GROUP, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of SR84 GROUP, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY
Registered Agent

By 
Karen B. Rozar, as its agent

FILED
96 FEB 15 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000014782

SR84 GROUP, INC.
1402 E. Las Olas Boulevard
Suite 1098
Fort Lauderdale, Florida 33301

96 MAY 14 11:59
FBI

May 8, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: SR84 Group, Inc.
Corporation Document No. P96000014782

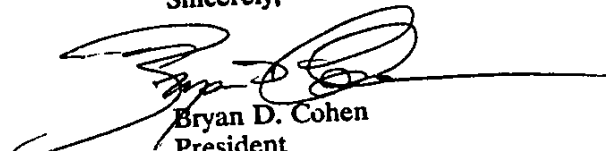
Dear Sir or Madam:

Please accept this letter as your authorization to change your records to reflect the principal place of business and mailing address of the above referenced corporation as follows:

1402 E. Las Olas Boulevard
Suite 1098
Fort Lauderdale, Florida 33301

If you should have any questions, please feel free to call me at (800) 368-7315.

Sincerely,


Bryan D. Cohen
President

Debby
5-14-96