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THOMAS H. BUSCAGLIA, P.A.
BUNYAN WALKER PLACE
1111 SOUTHWEST 8TH AVENUE
MIAMI, FLORIDA 33130-1081

FILED

96 MAY 21 PM 1:46
HOB 004-0000
FAX 004-1111

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS H. BUSCAGLIA
ATTORNEY

May 20, 1996

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
5-14-96

Re: SAM Holding, Inc.


500001832865
-05/21/96--01129--016
*****70.00 *****70.00

Gentlemen:

I have enclosed a check in the amount of \$70.00 to file the Articles of Incorporation for the above-referenced company. Also, I have enclosed an extra copy of the Articles of Incorporation and return Airborne Express envelope to receive confirmation of the filing of same.

Should you have any questions, please contact this office at the number above. Thank you for your prompt attention to this matter. I remain,

Yours truly,
THOMAS H. BUSCAGLIA, P.A.


Diosana A. Lopez
Legal Assistant to
Thomas H. Buscaglia, Esquire

THB:dal
Enclosure

TH
529-96

ARTICLES OF INCORPORATION
OF

SAM Holding, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

SAM Holding, Inc.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION

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 pursuant to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ten cents (\$ 0.10) Par Value Voting Common Stock.

ARTICLE V - 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:

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Registered Agent

Street Address of Registered Office

Andrew A. Byer

2601 South Bayshore Drive, Suite 1136
Miami, Florida 33133

The principal place of business is 2601 South Bayshore Drive, Suite 1136, Miami, Florida 33133.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Andrew A. Byer

2601 South Bayshore Drive, Suite 1136
Miami, Florida 33133

ARTICLE VII - INCORPORATOR

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

Andrew A. Byer

2601 South Bayshore Drive, Suite 1136
Miami, Florida 33133

ARTICLE VIII - INDEMNIFICATION


The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

INCORPORATOR



Andrew A. Byer

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Andrew A. Byer known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of May, 1996.



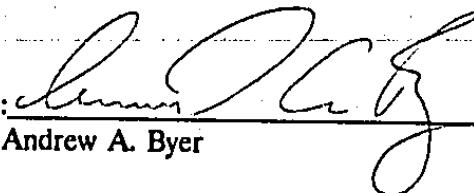
Notary Public
State of Florida at Large


DIOSANA A LOPEZ
My Commission CC300883
Expires Feb. 28, 1998
Bonded by HAI
800-488-1888

My commission Expires:

REGISTERED AGENT

I, the undersigned, hereby accept my appointment as registered agent of SAM Holding, Inc. as set forth in the foregoing Articles of Incorporation.

By: 

Andrew A. Byer

5/20/96
Date