

P97000017947



ACCOUNT NO. : 072100000032

REFERENCE : 273430 6221A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 273430-005

CUSTOMER NO: 6221A

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-02/26/97--01051--022
****122.50 ****122.50

CUSTOMER: Becca Kennedy, Legal Assistant
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: AZANDIFER SOUTH, 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: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 FEB 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. FEB 26 1997

ARTICLES OF INCORPORATION
OF
AZANDIFER SOUTH, INC.

FILED
97 FEB 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

AZANDIFER SOUTH, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 500 South Sepulveda Boulevard #500, Los Angeles, California 90049.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 South Pineapple, Ninth Floor, Sarasota, Florida 34236 and the registered agent at such office is Johnson S. Savary.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Will Mackenzie	c/o Alan L. Tivoli
	Oberman, Tivoli & Miller, Ltd.
	500 South Sepulveda Boulevard
	#500
	Los Angeles, California 90049

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

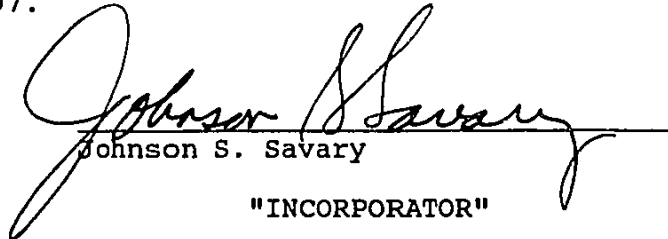
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Johnson S. Savary

240 South Pineapple Avenue
Ninth Floor
Sarasota, FL 34236

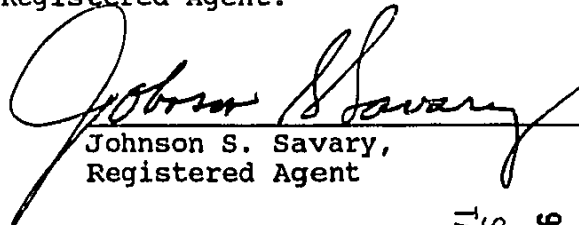
The undersigned has executed these Articles this 24 day
of Feb, 1997.


Johnson S. Savary
"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for AZANDIFER SOUTH, INC. at the place designated in the Articles, 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.

Date

3/24/97


Johnson S. Savary,
Registered Agent

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TALLAHASSEE, FLORIDA