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GELBER/APPEL
AND COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

Allan F. Appel, CPA
Ronald S. Gelber, CPA
Darlene A. Rogers, CPA

DIVISION OF CORPORATIONS
P.O. BOX 6357
TALLAHASSEE, FL 32314

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-07/17/97--01048--006
****122.50 ****122.50

GENTLEMEN:

EFFECTIVE DATE
7-20-97

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION AND CHECK
IN THE AMOUNT OF \$122.50 FOR *Sam Sara Investments.*

PLEASE FILE THESE ARTICLES AS SOON AS POSSIBLE.

PLEASE SEND APPROVED COPIES TO OUR ADDRESS. WE HAVE ENCLOSED
A S.A.S.E. FOR YOUR CONVENIENCE.

SINCERELY,

Kelly C Watson

KELLY C. WATSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 17 PM 2:35

7-18-97
WS

ARTICLES OF INCORPORATION
OF

SAM SARA INVESTMENTS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 JUL 17 PM 2:35

I, **ROBERT DUKE**, do hereby subscribe and acknowledge the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

SAM SARA INVESTMENTS, INC.
1290 N.E. 96TH STREET
MIAMI, FL 33181

EFFECTIVE DATE
7-20-97

The effective date of this corporation shall be **JULY 20, 1997**.

ARTICLE II

The general nature of the business to be transacted by this corporation is any business which is lawful in the United States.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>NUMBER OF SHARES</u> <u>AUTHORIZED</u> | <u>PAR VALUE</u> <u>PER SHARE</u> | <u>CLASS OF</u> <u>STOCK</u> |
|--|--------------------------------------|---------------------------------|
| 100 | \$1.00 | Common |

The consideration for all of the said stock shall be payable in cash, property (real or personal), or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at **1290 N.E. 96TH STREET, MIAMI, FL 33181** with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **ROBERT DUKE**.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of this corporation who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

**ROBERT DUKE
1290 N.E. 96TH STREET
MIAMI, FL 33181**

ARTICLE VIII

The name and address of the incorporators are:

**ROBERT DUKE
1290 N.E. 96TH STREET
MIAMI, FL 33181**

ARTICLE IX

No contract or other transactions between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are

directors or officers of, such other corporations. Any director individually, or any form of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract of transaction of this corporation, provided that the fact that she or such firm is so interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

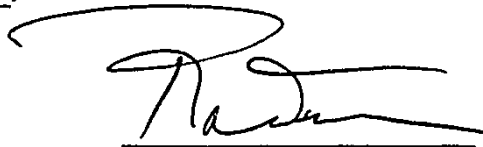
The private property of the stockholders shall not be subject to payment of this corporation's debts to any extent.

ARTICLE XI

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, **ROBERT DUKE**, the incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 15 day of

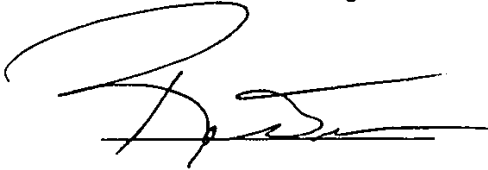
July, 1997.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

FIRST, That , **SAM SARA INVESTMENTS, INC.**, desiring to organize under the laws of the State of Florida, has named **ROBERT DUKE**, as statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law concerning the office hours of Registered offices.



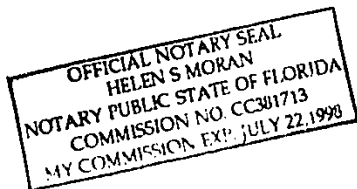
DATED this 15 day of July, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 17 PM 2:35

STATE OF FLORIDA)
) ss:
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared **ROBERT DUKE**, before me known to be the persons described in and who executed the foregoing Articles of Incorporation, he, after being duly sworn under oath, acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the State and county aforesaid this
15 day of JULY, 1997.



Helen S. Moran
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE