



1201 HAYS STREET
BOSTON, MA 02111
800-342-8006
P9500056647

ACCOUNT NO. : 072100000032

REFERENCE : 645616 158633A

AUTHORIZATION :

Patricia Pizik

COST LIMIT : \$ 122.50

ORDER DATE : July 20, 1995

7000001542857

ORDER TIME : 4:55 PM

ORDER NO. : 645616

CUSTOMER NO: 158633A

CUSTOMER: Robert L. Denberg, Esq
ROBERT L. DENBERG, ESQ.

334 Atlantic Isle

Miami, FL 33160

DOMESTIC FILING

NAME: COLONY ACQUISITION CORPORATION

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

T. BROWN JUL 21 1995

FILED
95 JUL 21 PM 12:09
SECRETARY OF STATE
TOLSON, MISSOURI

ARTICLES OF INCORPORATION
OF
COLONY ACQUISITION CORPORATION

FILED
95 JUL 21 PM 12:09
SECRET
TALLAHASSEE, FLORIDA
JUL 21 1995
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COLONY ACQUISITION CORPORATION

The address of the principal office of this corporation shall be 334 Atlantic Isle, Miami, Florida 33160, and the mailing address of the corporation shall be the same.

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

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

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert L. Denberg Dir.	334 Atlantic Isle Miami, Florida 33160
George H. Scholl, Jr. Dir.	Same
Dione Del Monico Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert L. Denberg Pres.	334 Atlantic Isle Miami, Florida 33160
George H. Scholl, Jr. Sec.	Same
Dione Del Monico Treas.	Same

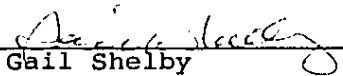
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 20, 1995.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

RECEIVED
JUN 21 1967
U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

CORPORATION SERVICE COMPANY

By: Gail Sholby
Its Agent, Gail Sholby

DGS / dgs