

P9700010254

January 27, 1997

Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327 (zip 32314)
Tallahassee, FL 32399

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****122.50 ****122.50

Attention: New Corporate Filings

Re: CenterCo, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for CenterCo, Inc. and our check for \$122.50.

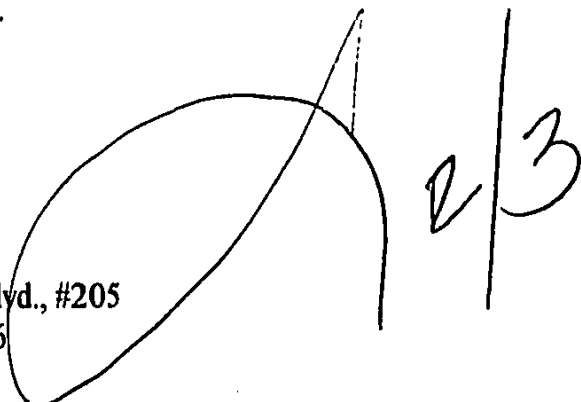
Thank you for your prompt attention in processing this filing.

Sincerely,


Richard Haestier

PLEASE REPLY TO:
William Frederick
2050 East Oakland Park Blvd., #205
Fort Lauderdale, FL 33306
Tel #954-563-5203

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA



ARTICLES OF INCORPORATION
OF
CENTERCO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

The undersigned, has executed the following document as incorporator of the above corporation, a corporation organized under the Laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the State of Florida.

ARTICLE I

The name of the corporation shall be:

CenterCo, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

2050 East Oakland Park Boulevard, Suite 205
Fort Lauderdale, FL 33306

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of One Dollar (\$1.00).

Unless otherwise stated in these Articles, there shall be only one class of stock for this corporation.

ARTICLE IV

The name and address of the initial registered agent is:

Name: William Frederick
Address: 2050 East Oakland Park Boulevard, Suite 205
Fort Lauderdale, FL 33306

ARTICLE V

The corporation shall commence existence upon the filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence.

ARTICLE VI

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State;

To elect or appoint officers and agents of the corporation and define their duty and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or the Laws of the State of Florida;

To make donations to the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who may incur damages by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute Section 607.014;

ARTICLE VII

The initial Board of Directors shall consist of a total one (1) person(s). The name and address of the person(s) who are to serve as directors are as follows:

Name:	William Frederick
Address:	2050 East Oakland Park Boulevard, Suite 205 Fort Lauderdale, FL 33306

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th Day of January, 1997.



William Frederick

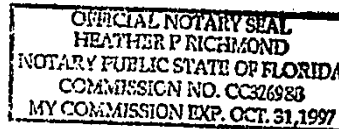
State of Florida }
County of Broward }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM FREDERICK, who is KNOWN TO ME and has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 27th Day of January, 1997.

Heather P. Richmond

Heather P. Richmond
NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is:

CenterCo, Inc.

2. The name and address of the registered agent and office is:

Name: William Frederick
Address: 2050 East Oakland Park Boulevard, Suite 205
Fort Lauderdale, FL 33306

Having been named as Registered Agent and to accept service or process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE

William Frederick

DATE

Jan. 27, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED