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JOHN T. PRAHL

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2801 Ponce de Leon Blvd
Suite 1155
Coral Gables, FL 33134

January 31, 2000

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****122.50 *****78.75

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

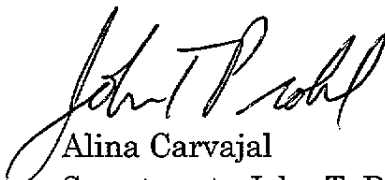
Re: Karl H. Sager, Inc.

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for Karl H. Sager, Inc., together with a check in the amount of \$122.50 for the filing fee.

Please file the articles and return a certified copy of same.

Sincerely yours,


Alina Carvajal
Secretary to John T. Prahl

/ac

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: **Karl H. Sager, Inc.**
2. The mailing address for the Corporation shall be 151 Crandon Blvd., #1004, Key Biscayne, FL 33149.
3. The period of its duration is perpetual.
4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. The Corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is John T. Prahl.
7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME

ADDRESS

Karl H. Sager

151 Crandon Blvd., #1004
Key Biscayne, FL 33149

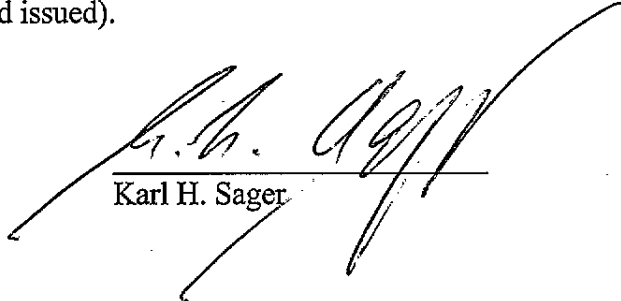
8. The name and address of the Incorporator is:

Karl H. Sager

151 Crandon Blvd., #1004
Key Biscayne, FL 33149

9. Preemptive Rights shall be as follows: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 11 day of January, 2000.


Karl H. Sager

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18 day of January, 2000, by Karl H. Sager, who is personally known to me, or who produced FL DRIVER LR. as identification.


Notary Public

My Commission Expires

OFFICIAL NOTARY SEAL
ALINA CARVAJAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC597426
MY COMMISSION EXP. OCT. 30, 2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

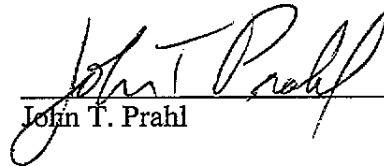
First--that Karl H. Sager, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named John T. Prah, 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John T. Prah

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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