

**NESTOR B. GORFINKEL
CHARTERED**

Attorney & Counselor At Law

Concourse Plaza, Suite 401
1111 Kane Concourse
Bay Harbor Islands, Florida 33154-2029

Telephone: (305) 866-0021
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Via Federal Express: TRK # _____

August 15, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Transmittal Letter for Florida Corporation;
Subject: Saba Holding Corp.

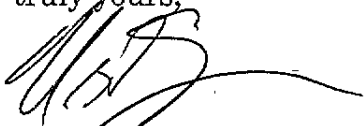
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-08/16/00--01053--004
****122.50 *****78.75

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 122.50 (\$35.00 filing fee, \$35.00 designation of registered agent fee and \$52.50 for certified copy of the certificate of status).

Kindly return the certificate of status as soon as possible.. If you have any questions, please feel free to contact me.

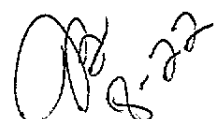
Very truly yours,



Nestor B. Gorfinkel
NBG/msg

encl.

P000000079410



ARTICLES OF INCORPORATION
OF
SABA HOLDING CORP.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME & ADDRESS

The name of the Corporation shall be: Saba Holding Corp.

The principal place of business of the Corporation shall be:

1111 Kane Concourse, Suite 401
Bay Harbor Islands, Florida.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the Corporation is:

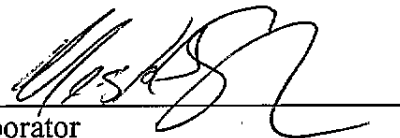
Nestor B. Gorfinkel
1111 Kane Concourse Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Nestor B. Gorfinkel
1111 Kane Concourse Suite 401
Bay Harbor Islands, Florida 33154


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of August, 2000.



Incorporator

State of Florida }
County of Miami-Dade }

The foregoing instrument was acknowledged and sworn to before me this 15th day of August, 2000 by Nestor B. Gorfinkel, Incorporator of Saba Holding Corp.



Notary Public, State of Fla.
My Commission Expires:

Personally known ✓ or produced identification _____.



Type of Identification Produced _____.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby 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 Section 607.325, Florida Statutes.



Nestor B. Gorfinkel, Registered Agent

8/15/00

Date