

THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

DAVID W. BLACK
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*Of Counsel

June 4, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

**RE: STRATEGIC ADJUSTMENT SERVICES, INC.
OUR FILE NO. 7746.000**

Dear Sir/Madam:

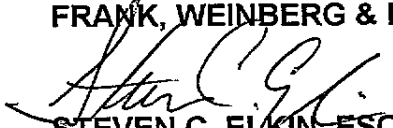
Enclosed please find the Articles of Incorporation Strategic Adjustment Services, Inc., as well as this Firm's check in the sum of \$78.75 representing the filing fee, Registered Agent fee, and cost for a certified copy.

Kindly return proof of filing, as well as the certified copy, to the undersigned at your earliest opportunity.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.


STEVEN C. ELKIN, ESQUIRE
For the Firm

/lwc
enclosure
division of corporations.ltr1

FILED
01 JUN -5 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 T.SMITH JUN 11 2001

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850

**ARTICLES OF INCORPORATION
OF
STRATEGIC ADJUSTMENT SERVICES, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

STRATEGIC ADJUSTMENT SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

231 11th Street
Miami Beach, FL 33139

Prepared by: Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Patricia Youngstrum
231 11th Street
Miami Beach, FL 33139

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

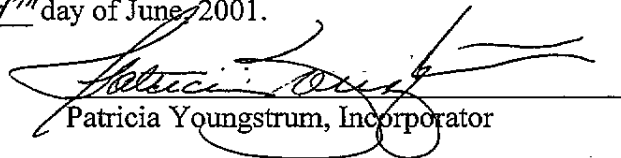
Patricia Youngstrum
231 11th Street
Miami Beach, FL 33139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

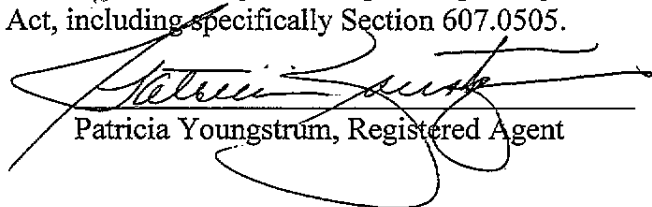
**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 4th day of June, 2001.


Patricia Youngstrum, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Patricia Youngstrum, Registered Agent