

95000002762

TAYLOR, BRION, BUKER & GREENE
ESTABLISHED 1908

H. H. TAYLOR (1882-1981)

GEORGE F. ALLEN
LEILA D. ANDERSON
JOHN B. ANDREWS, M.A.
PETER C. BIANCHI, JR.
DAVID S. BOWMAN, P.A.
WILBUR E. BREWTON, M.A.
HAROLD L. CHENE
MICHAEL E. HILL
W. DOUGLAS MOODY, JR.
GERALD W. MOORE, P.A.
JAMES W. MOORE, P.A.
THOMAS J. PALMIERI
I. ED. PANTALON
ROBERT J. PATEKHO
KELLY BREWTON PLANTE
GARY L. RUDOLF, M.A.
ANTHONY P. BANCHEZ
MARTIN L. SANDLER
STEVEN D. SANDLER
ROBERT S. SINGER
THOMAS J. SKOLA
HENRY H. TAYLOR, JR.
ARNALDO VELEZ
R. BRUCE WALLACE

OF COUNSEL
P. TRISTAN BOURGOIGNIE
FRANK D. HALL
BURTON HARRISON
A. STEPHEN KOTLER
ROBERT A. SPOTTSWOOD, M.A.

January 3, 1995

PLEASE REPLY TO

Miami

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

FOURTEENTH FLOOR
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2900
TELEPHONE (305) 377-6700
TELECOMPER (305) 371-4678

POST OFFICE BOX 1169
225 SOUTH ADAMS STREET, SUITE 250
TALLAHASSEE, FLORIDA 32302-3169
TELEPHONE (904) 222-7717
TELECOMPER (904) 222-3494

BARNETT BANK PLAZA, 12TH FLOOR
ONE EAST BROWARD BOULEVARD
FT. LAUDERDALE, FLORIDA 33301-1808
TELEPHONE (305) 522-6700
TELECOMPER (305) 522-6711

800 FLEMING STREET
KEY WEST, FLORIDA 33040-1900
TELEPHONE (305) 292-1776
TELECOMPER (305) 292-1688

8801 PONCE DE LEON
SUITE 707
CORAL GABLES, FLORIDA 33134-6994
TELEPHONE (305) 446-7577
TELECOMPER (305) 446-9944

300001375153
-01/10/95--01099--009
****122.50 ****122.50

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Hamo America Holding Corp.

Dear Sirs:

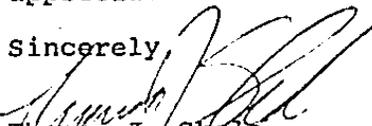
Enclosed are the Articles of Incorporation for Hamo America Holding Corp. and a check in the amount of \$122.50 in payment of the following:

\$35.00 - Filing Fee;
\$35.00 - Registered Agent Fee;
\$52.50 - Certified Copy of the Articles of
\$122.50 Incorporation

We represent the same group of investors who are the principals of Hamo Med Corp., an already existing Florida corporation.

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Sincerely


Thomas J. Skola

TJS.gk
Enclosure

c:\tb\hamoamer\articles (16492-8)gk

SECRET
TALLAHASSEE
95 JAN 9 PM 1
FILED

1-11-95

FILED

ARTICLES OF INCORPORATION OF
HAMO AMERICA HOLDING CORP.

95 JAN -9 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is:

Hamo America Holding Corp.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the

pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 10100 N.W. 116th Way, Suite 14, Miami, Florida 33178.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

Thomas J. Skola - 801 Brickell Avenue
14th Floor
Miami, Florida 33131

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

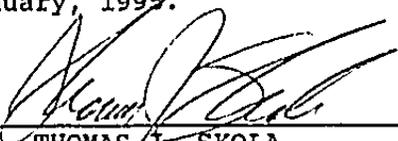
The street address of the initial registered office of the Corporation is: 801 Brickell Avenue, 14th Floor, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Skola.

ARTICLE XI

INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on this 3rd day January, 1995.



THOMAS J. SKOLA

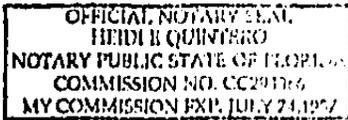
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by THOMAS J. SKOLA, individually. He is personally known to me and did take oath, this 3rd day of January, 1995.

Heidi E. Quintero
Notary Public, State of Florida
at Large

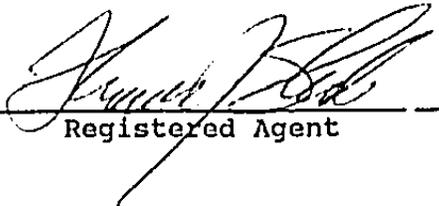
My Commission expires:

Name of Notary: _____



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: 
Registered Agent

c:\tb\hamoamer\articles
(16492-8\gk)