

P95000003831

TRANSMITTAL LETTER

January 11, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1000001381234
-01/17/95- 01003--014
*****70.00 *****70.00

SUBJECT: DISCOVERY HOLDINGS, INC.

Enclosed, please find an original and one (1) copy of the Articles
Incorporation for the above corporation and a check in the amount of

Very truly yours,

William E. Shoemaker
William E. Shoemaker

FILED
1995 JAN 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: William E. Shoemaker
757 S.E. 17th Street, Suite 307
Fort Lauderdale, FL 33316
(305) 475-4228

F. CHESSER JAN 17 1995

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ARTICLES OF INCORPORATION

OF

DISCOVERY HOLDINGS, INC.

FILED
1993 JUN 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be DISCOVERY HOLDINGS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 757 S.E. 17th Street, Suite 307, Fort Lauderdale, FL 33316.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to to have outstanding at any one time is One Hundred Thousand (100,000) Shares having a par value of one cent (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is William E. Shoemaker, 757 S.E. 17th Street, Suite 307, Fort Lauderdale, FL 33316.

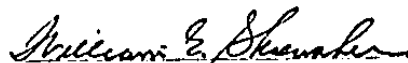
ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is William E. Shoemaker, 757 S.E. 17th Street, Suite 307, Fort Lauderdale, FL 33316.

ARTICLE VI: DIRECTOR

The name and address of the director of the corporation is William E. Shoemaker, 757 S.E. 17th Street, Suite 307, Fort Lauderdale, FL 33316.

The undersigned has executed these articles of Incorporation this 11th day of January, 1995.


William E. Shoemaker, Incorporator

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 office/registered agent, in the state of Florida.

1. The name of the corporation is DISCOVERY HOLDINGS, INC.
2. The name and address of the registered agent and office is:

William E. Shoemaker
757 S.E. 17th Street, Suite 307
Fort Lauderdale, FL 33316

FILED
1995 JAN 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE William E. Shoemaker
(corporate officer)

TITLE INCORPORATOR

DATE JAN. 11, 1995

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 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 E. Shoemaker

DATE JAN. 11, 1995