

P95000004939

Domenic L. Grosso, P.A.

ATTORNEYS AT LAW
900 N. FEDERAL HIGHWAY
BOCA REFLECTIONS, SUITE 420
BOCA RATON, FLORIDA 33432

DOMENIC L. GROSSO
DEENA LYNN GANS

TELEPHONE (407) 395-5802
FACSIMILE (407) 391-3904

January 9, 1995

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

500001382875
-01/18/95--01060--005
***122.50 ***122.50

Re: Genesis Corporation of America

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Genesis Corporation of America. Please file the original Articles and furnish this office with a certified copy of same indicating the filing date and number assigned. I have enclosed my check payable to the Secretary of State in the amount of \$122.50 to cover the applicable filing fee.

Thank you for your courtesy and cooperation.

Sincerely,

DOMENIC L. GROSSO, P.A.

By: Dom
DOMENIC L. GROSSO
DLG/wsp
Encls.

cc: Burt Shepard

*Called 1-19-95
to correct Article 4.
1-19-95
Dmc*

*R94-2844
1/19/95
6/12
250 of PA.*

SS JAN 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

GENESIS CORPORATION OF AMERICA

FILED

95 JAN 17 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these
Incorporation, a natural person competent to contract, hereby
forms a corporation under the laws of the State of Florida.

ARTICLES I - NAME

The name of the corporation shall be: GENESIS CORPORATION
OF AMERICA.

The principal place of business and the principal office of this
corporation shall be: Galahad Towers, 3901 South Ocean Drive,
Penthouse K, Hollywood, Florida 33019.

ARTICLES II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is
authorized to have outstanding at any one time is 100 shares of
common stock having One (\$1.00) Dollar par value per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of initial registered office of the
corporation shall be 900 North Federal Highway, Suite 420, Boca
Raton, Florida 33432 and the name of the initial registered agent
of the corporation at the address is DOMENIC L. GROSSO, P.A.
18901111.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have one (1) directors and one (1) officer, initially. The name and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

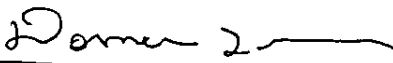
Burton Shepard
Galahad Towers
3901 South Ocean Drive
Penthouse K
Hollywood, Florida 33019

ARTICLE VIII - INCORPORATOR

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

Domenic L. Grosso, P.A.
900 N. Federal Highway, Suite 420
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation on this 11th day of January, 1955.


DOMENIC L. GROSSO, P.A.

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JAN 17 PM 2:53

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GENESIS CORPORATION OF AMERICA
2. The name and address of the registered agent is:

Domenic L. Grosso, P.A.
900 North Federal Highway
Suite 420
Boca Raton, FL 33432

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.

Domenic L. Grosso
Domenic L. Grosso

January 11, 1995
Date