

IRWIN S. GARS
ROBERT DIXON
MICHAEL A. SHAPIRO
(ILLM ESTATE PLANNING)

GARS, DIXON & SHAPIRO
ATTORNEYS AT LAW

GRAND BAY PLAZA - SUITE M-103
2665 SO. BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133
PHONE: (305) 854-6866
FAX: (305) 856-7634

OF COUNSEL:
LAWRENCE S. KLITZMAN, P.A.
(ILLM TAXATION)

January 4, 1995

FILED
JAN 23 11:11
RECEIVED
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Articles of Incorporation for *Select Sites of Miami, Inc.*

Dear Sir or Madam:

Enclosed please find the following:

1. Two original, fully executed and notarized copies of the Articles of Incorporation for *Select Sites of Miami, Inc.*
2. Gars, Dixon & Shapiro Trust Account Check No. 2875 in the sum of \$122.50 in payment of the incorporation fees, certified copy fee and registered agent fee.
3. Letter authorizing the use of the name "*Select Sites*" by the President of various corporations utilizing those two words as part of the corporate name.

Please return one certified copy to the undersigned as soon as possible.

Thank you for your prompt attention and cooperation.

Sincerely,

IRWIN S. GARS

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Enclosures

selsites/miami/SECTSTAT.104

789,611,671
W/95-567

D. BROWN JAN 23 1995

SELECT SITES, INC.

January 4, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of *Select Sites of Miami, Inc.*

Dear Sir/Madam:

Please be advised that the undersigned is the President of the following Select Sites companies:

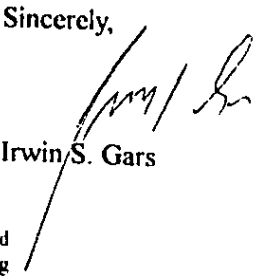
1. Select Sites, Inc., a Florida corporation;
2. Select Sites of Destin, Inc., a Florida corporation; and
3. Select Sites of Attleborough, Inc., a Massachusetts corporation authorized to do business in the State of Florida.

Therefore, as President of said companies, I hereby authorize the use of the name *Select Sites of Miami, Inc.*

If you have any questions, please do not hesitate to contact me.

Thank you for your cooperation in this matter.

Sincerely,



Irwin S. Gars

selsites@miami\NAMEAUT11.104



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1995

IRWIN S. GARS, ESQ.
GRAND BAY PLAZA, SUITE M-103
2665 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FL 33133

SUBJECT: SELECT SITES OF MIAMI, INC.
Ref. Number: W95000000567

We have received your document for SELECT SITES OF MIAMI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 995A00000922

**ARTICLES OF INCORPORATION
OF
SELECT SITES OF MIAMI, INC.**

FILED
95 JAN 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is *Select Sites of Miami, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Hundred Dollars (\$100.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows: Irwin S. Gars, Grand Bay Plaza Suite M103, 2665 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Irwin S. Gars, 2665 S. Bayshore Drive, M103, Coconut Grove, Florida 33133
Howard B. Lenard, 2665 S. Bayshore Drive, M103 Coconut Grove, Florida 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Irwin S. Gars	President
Howard B. Lenard	Secretary

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: Grand Bay Plaza Suite M103, 2665 South Bayshore Drive, Coconut Grove, Dade County, Florida 33133.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is: Irwin S. Gars, 2665 S. Bayshore Drive, M103, Coconut Grove, Dade County, Florida 33133.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 1995.

Irwin S. Gars
IRWIN S. GARS, SUBSCRIBER

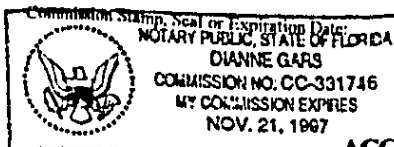
STATE OF FLORIDA

COUNTY OF DADE

SS:

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of January, 1995.



Dianne Gars
NOTARY PUBLIC - STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: *January 4, 1995*

Irwin S. Gars
IRWIN S. GARS, as REGISTERED AGENT