

CORPORATION INFORMATION
SEACORP, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

CSC networks

800-342-8086

P95000005709

95 JAN 23 11:11:35

DIVISIONAL CORPORATION

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 528482 7057A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 528482

CUSTOMER NO: 7057A

800001386938

CUSTOMER: Ms. Joanne Capuano
LEVY KNEEN WIENER KORNFELD &
DEL RUSSO
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

DOMESTIC FILING

P95000005709

NAME: CLIFTON VENTURES II, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

DM
1-23-95
01

FILED
95 JAN 23 PM 3:07
SECRET
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
CLIFTON VENTURES II, INC.

FILED
95 JUN 23 PM 3:07
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLIFTON VENTURES II, INC.

The address of the principal office of this corporation shall be 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE 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 of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

J. Martin Carder
Dir.

7200 West Camino Real
Suite 314
Boca Raton, Florida 33433

Philip A. Binns
Dir.

Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on January 23, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar
Its Agent, Karen B. Rozar

LAW OFFICES
LEVY, KNEEN, WIENER, KORNFELD & DEL RUSSO

PROFESSIONAL ASSOCIATION
SUITE 1000

1400 CENTRE PARK BOULEVARD
TALLAHASSEE, FLORIDA 32301

H. JERIM LEVY
OF COUNSEL

TELEPHONE (407) 478-4700
FAX NO. (407) 478-8811

WRITER'S DIRECT DIAL NO.:
(407) 478-4722

DAVID J. WIENER
BOARD CERTIFIED IN REAL PROPERTY LAW

SANFORD I. WEINBERG
OF COUNSEL

*ADMITTED TO PRACTICE IN FLORIDA AND NEW YORK
**ADMITTED TO PRACTICE IN FLORIDA
AND THE DISTRICT OF COLUMBIA
***ADMITTED TO PRACTICE IN FLORIDA, NEW YORK,
AND THE DISTRICT OF COLUMBIA

January 31, 1995

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

500001398785
-02/07/95--01103--019
*****35.00 *****35.00

Re: CLIFTON VENTURES II, INC.

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent form which needs to be filed with your office. Also enclosed is this firm's check number 1881 in the amount of \$35.00 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Cordially,

LEVY, KNEEN, WIENER,
KORNFELD & DEL RUSSO, P.A.

Joanne M. Capuano
Joanne M. Capuano,
Secretary to DAVID J. WIENER

/jmc
Encl.

Date Filed _____

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: CLIFTON VENTURES II, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.

1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

DAVID J. WIENER, ESQ., LEVY, KNEEN, WIENER, KORNFELD & DEL RUSSO, P.A.

1400 CENTREPARK BLVD., STE. 1000, WEST PALM BEACH, FL 33401

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

S. MARTIN CARPER

(Typed or printed name and title)

Signature _____

(President or Vice President)

Date 1/31/95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name DAVID J. WIENER

Signature _____

(Agent)

Date 1/31/95