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EDWARD J. SCHACK
ATTORNEY AT LAW

1320 S. DIXIE HIGHWAY, SUITE 1180
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 683-3333

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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-01/26/95--01004--014
****122.50 ****122.50

RE: SLLP, INC.
Articles of Incorporation

Enclosed please find Articles of Incorporation for SLLP, Inc., together with a check in the amount of \$122.50 for filing fees. Also enclosed is a stamped self-addressed envelope for return of a certified copy of the Articles.

If there are any questions regarding this filing, please call us at 1-(800)-780-1492. Thank you for your attention.

Very Truly Yours,

Edward J. Schack

EDWARD J. SCHACK

\D\W\CORP.LTR

MA
1-31-95

ARTICLES OF INCORPORATION
OF
SLLP, INC.

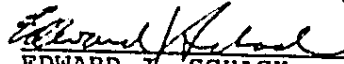
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator of a corporation under the laws of the State of Florida, hereby adopts these Articles of Incorporation for said corporation, as follows:

1. NAME. The name of the corporation shall be SLLP, INC..
2. PRINCIPAL OFFICE. The initial principal office of the corporation is located at 1320 S. Dixie Highway Suite 1180, Coral Gables, Florida 33146.
3. AUTHORIZED NUMBER OF SHARES. The corporation is authorized to issue no more than 100 shares. All shares issued shall be common stock with full voting rights.
4. PREEMPTIVE RIGHTS. The corporation elects to have preemptive rights. Every shareholder of the corporation, upon the issuance or sale of any stock by the corporation, shall have the right to purchase a pro rata share of the stock so issued or sold such that said shareholder's proportionate interest in the corporation remains intact, and at the same price as said stock is offered to others. There shall be no preemptive right with respect to stock issued or sold by the corporation within six (6) months of the effective date of these Articles of Incorporation.
5. REGISTERED OFFICE AND AGENT. The street address of the corporation's initial registered office is 1320 S. Dixie Highway, Suite 1180, Coral Gables, Florida, 33146, and the name of the initial registered agent at that office is Edward J. Schack.
6. INCORPORATOR. The name and address of the incorporator is EDWARD J. SCHACK, 1320 S. Dixie Highway Suite 1180, Coral Gables, Florida 33146.
7. INITIAL DIRECTOR. There shall be one director initially. The number of directors may be changed by amendment to the By-laws of the corporation, but there shall at all times be at least one director. The name and address of the initial director is EDWARD J. SCHACK, 1320 S. Dixie Highway Suite 1180, Coral Gables, Florida 33146.
8. CORPORATE PURPOSES. The corporation is formed and shall operate for any legal purpose.
9. CORPORATE POWERS. The corporation shall have all powers available to corporations under the law.

WHEREFORE, the undersigned incorporator does hereby

incorporate SLLP, INC., and executes and acknowledges these Articles of Incorporation this 23rd day of January, 1995.

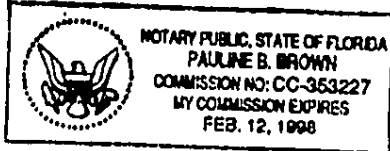

EDWARD J. SCHACK

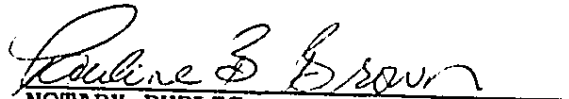
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me by EDWARD J. SCHACK, to me personally known, who acknowledged that he executed said instrument for the purposes stated therein and that the facts stated therein are truly set forth, this 23rd day of January, 1995.

My Commission Expires:




NOTARY PUBLIC

FILED

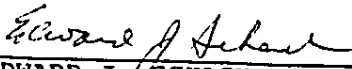
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

SLLP, INC.

The undersigned, having been designated and appointed as registered agent by SLLP, INC., at 1320 S. Dixie Highway, Suite 1180, Coral Gables, Florida 33146, hereby accepts this appointment and agrees to comply with the provisions of Florida law relative to the duties of said office, this 23rd day of January, 1995.



EDWARD J. SCHACK
Registered Agent