

LAW OFFICES
M. L. SANDLER, P.A.

1428 BRICKELL AVENUE
8TH FLOOR
MIAMI, FLORIDA 33131
TEL. (305) 372-5000
FAX: (305) 372-0052

MARTIN L. SANDLER
STEVEN D. SANDLER

OF COUNSEL TO:
GEIGER, KASDIN, HELLER
& KUPERSTEIN, P.A.

February 6, 1995

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: DEVELOPMENT ONE, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation, and our firm's check for \$122.50 for incorporation of the above captioned corporation. Please forward a certified copy in the self-addressed, stamped envelope provided.

Thank you for your prompt attention to this matter.

Very truly yours,


Steven D. Sandler

MLS/sa
Enclosures

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DEVELOPMENT ONE, INC.

Articles of Incorporation

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:** The name of this corporation is:
Development One, Inc.
- ARTICLE II:** The principal place of business of this corporation (and its mailing address) shall be: 7150 S.W. 62nd Avenue, Suite 107, Miami, FL 33143.
- ARTICLE III:** This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the laws of the State of Florida.
- ARTICLE IV:** This corporation is authorized to issue a maximum of 1000 shares of common stock. The par value shall be \$.01 per share. The Corporation shall not be authorized to issue any additional classes or shares of stock. Each share of common stock shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of shareholders.
- ARTICLE V:** The name and address of the initial registered agent of this corporation is: Steven D. Sandler, Esq. 1428 Brickell Avenue, 6th Floor, Miami, FL 33131.
- ARTICLE VI:** This corporation shall have a maximum of three (3) directors and a minimum of one (1). The name and address of the initial director of this corporation is:

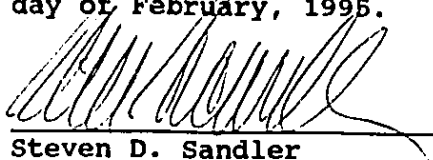
Gwynn M. Elias
7150 S.W. 62nd Avenue, Suite 107
Miami, FL 33143.
- ARTICLE VII:** No by-law shall be enacted by the Corporation that modifies, amends, limits, repeals, or negates any provision of these Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Development One, Inc.

- ARTICLE VIII:** The Corporation shall be deemed to commence its existence on the date these Articles are filed with the Secretary of State of Florida. This Corporation shall exist perpetually thereafter until dissolved according to law.
- ARTICLE IX:** These Articles may only be amended, modified, supplemented, limited, or appended upon the unanimous vote of the shareholders at a meeting duly called for such purpose.
- ARTICLE X:** The name and address of the incorporator of this corporation is:
- Steven D. Sandler, Esq.
1428 Brickell Avenue
6th Floor
Miami, FL 33131
- ARTICLE XI:** This corporation shall indemnify its officers, directors and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of February, 1995.


Steven D. Sandler

Articles of Incorporation
Development One, Inc.

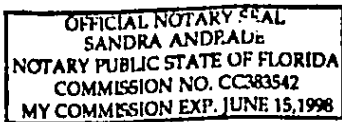
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STATE OF FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of February, 1995, by Steven D. Sandler who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of February, 1995.

MY COMMISSION EXPIRES:

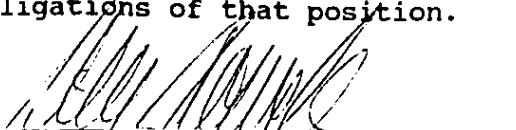




Notary Public,
State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and is familiar with, and accepts, the obligations of that position.



Steven D. Sandler