

P 95000020315

FIELDSTONE LESTER & SHEAR

ATTORNEYS AND COUNSELLORS AT LAW

2001 SOUTH BAYSHORE DRIVE

SUITE 1000

MIAMI, FLORIDA 33133

TELEPHONE: (305) 250-7100

TELECOPIER: (305) 858-1777

RONALD R. FIELDSTONE, P.A.*

PAUL A. LESTER, P.A.*

DAVID SHEAR, P.A.*

*OF COUNSEL TO
ADORNO & ZEDER, P.A.

OF COUNSEL

PETER N. WEINER

ROBERT M. SONDAK

March 6, 1995

000001425845

03/09/95 01072-010

****122.50 ****70.00

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

RE: Acorn Group, Inc.

Dear Secretary:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above named company. Please return a filed copy to the undersigned in the enclosed self addressed stamped envelope. I have also enclosed a check in the amount of \$122.50 which should cover all filing fees.

If there are any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,

Signed for Mr. Fieldstone in his
Absence to expedite delivery.
Ronald R. Fieldstone



Encl.

c:\browarnik\acorn.fil
mt

F. CHESSEY MAR 14 1995

FILED
1995 MAR -9 AM 8:40
SECRETARY OF
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

ACORN GROUP, INC.

ARTICLE I - NAME

The name of this corporation is ACORN GROUP, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3550 Biscayne Boulevard
Penthouse
Miami, Florida 33137

FILED
1995 MAR -9 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone, Esquire	2601 South Bayshore Drive Suite 1600 Miami, FL 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Michael Browarnik	3550 Biscayne Boulevard Penthouse Miami, Florida 33137

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Michael Browarnik	3550 Biscayne Boulevard Penthouse Miami, Florida 33137

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

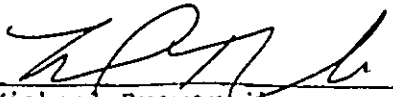
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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




Michael Browarnik
Subscriber and Director

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Browarnik, who is known to me or who has produced known to me as identification 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 2 day of ~~February~~ MARCH, 1995.



Signature
CARLOS R. ARRASTIA
Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:

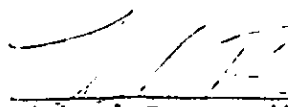
NOTARY PUBLIC STATE OF FLORIDA
BONDED UNDER THE SEAL OF THE STATE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: ACORN GROUP, INC.
2. The name and address of the registered agent and office is:

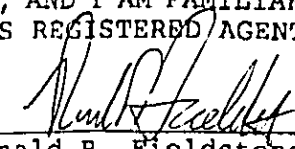
Ronald R. Fieldstone, Esquire
2601 South Bayshore Drive
Suite 1600
Miami, FL 33133


Michael Browarnik
Title: President

Date: February 5th, 1995

FILED
1995 MAR -9 AM 8:40
TALLAHASSEE
SECRETARY OF STATE

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.


Ronald R. Fieldstone

Date: February 8th, 1995.