

P95000032933

APRIL 20, 1995

APR 20 1995
11 52Z

DEAR SIR:

ENCLOSED IS OUR CHECK IN THE AMOUNT OF \$122.50 PAYABLE TO THE FLORIDA SECRETARY OF STATE FOR THE FILING FEE FOR A NEW CORPORATION TO BE KNOWN AS O & N ENTERPRISES, INC. UPON PROPER THE RECORDING THE ARTICLES, PLEASE RETURN THE PAPERS TO ME AT 2620 N. AUSTRALIAN AVE., SUITE 111, WEST PALM BEACH, FL. 33407. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY YOURS,


FRANKLIN D. OLIN

RECEIVED
DEPT. OF REVENUE
APR 20 1995

EFFECTIVE DATE

APR 20 1995

SDG

ARTICLES OF INCORPORATION
OF
O & N ENTERPRISES, INC.

FILED
APR 24 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

THE NAME OF THE CORPORATION IS O & N ENTERPRISES, INC.
AND ITS PRINCIPAL BUSINESS ADDRESS IS 2620 NORTH AUSTRALIAN
AVE., SUITE 111, WEST PALM BEACH, FL. 33407.

ARTICLE II
DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III
PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY
AND ALL LAWFUL BUSINESS AS ALLOWED UNDER THE LAWS OF THE
STATE OF FLORIDA WITH RESPECT TO CORPORATIONS, AS THOSE LAWS
NOW EXIST OR AS THEY MAY HEREAFTER PROVIDE.

ARTICLE IV
CAPITAL STOCK

EFFECTIVE DATE

APR 20 1995

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF
ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 2620 NORTH AUSTRALIAN AVE, SUITE 111, WEST PALM BEACH, FLORIDA AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS FRANKLIN D. OLIN.

ARTICLE VI

INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION ARE FRANKLIN D. OLIN AND CLAUDE A. NAAR.

2620 N. AUSTRALIAN AVE.
SUITE 111
WEST PALM BEACH, FL. 33407

ARTICLE VII

POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN FLORIDA STATUTES.

ARTICLE VIII

INDEMNIFICATION

THIS CORPORATION SHALL, TO THE FULLEST EXTENT PERMITTED BY THE PROVISIONS OF THE FLORIDA STATUTES, AS THE SAME MAY BE AMENDED AND SUPPLEMENTED, INDEMNIFY ANY AND ALL PERSONS WHOM

IT SHALL HAVE POWER TO INDEMNIFY UNDER SAID PROVISION FROM AND AGAINST ANY AND ALL OF THE EXPENSES, LIABILITIES OR OTHER MATTERS REFERRED TO IN OR COVERED BY SAID PROVISIONS, AND THE INDEMNIFICATION PROVIDED FOR HEREIN NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY BYLAW, AGREEMENT, VOTE OF SHAREHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE, BOTH AS TO ACTION IN OFFICIAL CAPACITY AND AS TO ACTION IN ANOTHER CAPACITY WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO BE A DIRECTOR OR OFFICER, AND SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH A PERSON.

ARTICLE IX

AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE X

BYLAWS

THE BYLAWS MAY BE ADOPTED, ALTERED, AMENDED, OR REPEALED BY EITHER THE SHAREHOLDERS OR THE BOARD OF DIRECTORS, BUT THE BOARD OF DIRECTORS MAY NOT AMEND OR REPEAL ANY BYLAW ADOPTED

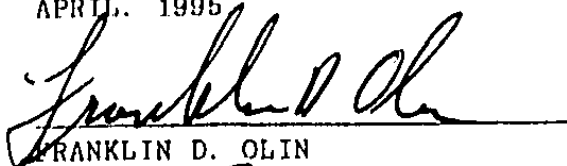
BY SHAREHOLDERS IF THE SHAREHOLDERS SPECIFICALLY PROVIDE SUCH
BYLAW IS NOT SUBJECT TO AMENDMENT OR REPEAL BY THE DIRECTORS.

ARTICLE XI

BEGINNING OF CORPORATE EXISTENCE

CORPORATE EXISTENCE SHALL BEGIN ON APRIL 20, 1995.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS
EXECUTED THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF
APRIL, 1995


FRANKLIN D. OLIN

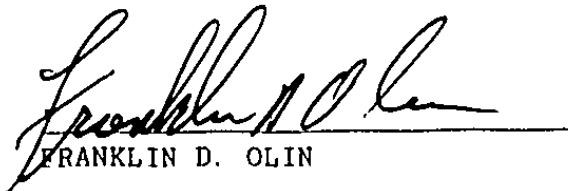

CLAUDE A. NAAR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE
STATE OF FLORIDA.

- 1). THE NAME OF THE CORPORATION IS O & N ENTERPRISES, INC.
- 2). THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS FRANKLIN D. OLIN, 2620 N. AUSTRALIAN AVE., SUITE 111,
WEST PALM BEACH, FL. 33407.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT THE
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.


FRANKLIN D. OLIN

95 APR 24 AM 8:23