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WRITER'S DIRECT DIAL NUMBER

(312) 902-5507

April 25, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: SARCO Partners Inc.
(proposed corporate name)

SS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 12:39

Ladies and Gentlemen:

Enclosed for filing with the Florida Department of State are an original and one (1) copy of each of the Articles of Incorporation and the Certificate of Designation for the referenced corporation together with a check in the amount of \$70.00.

FROM: Sarah E. Filler, Legal Assistant
Katten Muchin & Zavis
525 West Monroe Street, Suite 1600
Chicago, Illinois 60663-3693
(312) 902-5507 or
toll free (800) 346-7400 ext. 5507

All evidence of filing should be returned to my attention. A return envelope is provided. Please call me if you have any questions. Thank you.

Sincerely,


Sarah E. Filler
Legal Assistant

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-04/26/95--01080--017
*****70.00 *****70.00

SEF/inv/#02/05712-1-6/149797#
Enclosures

cc: Wesley G. Nissen (w/enclosures)

ARTICLES OF INCORPORATION
OF

SARCO PARTNERS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SARCO PARTNERS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

433 Plaza Real, Suite 365
Boca Raton, Florida 33432

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock, \$.01 par value per share

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mark L. Denebeim
433 Plaza Real, Suite 365
Boca Raton, Florida 33432

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Sarah E. Filler
Katten Muchin & Zavis
525 West Monroe Street, Suite 1600
Chicago, IL 60606-3693

The undersigned has(have) executed these Articles of Incorporation this

24th day of April, 19 95.

Sarah E. Filler

Signature/Title

Sarah E. Filler, Incorporator

Signature/Title

Signature/Title

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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: SARCO Partners Inc.

2. The name and address of the registered agent and office is:

Mark L. Denebeim

(NAME)

433 Plaza Real, Suite 365

(P.O. BOX ~~NOT~~ ACCEPTABLE)

Boca Raton, Florida 33432

(CITY/STATE/ZIP)

SIGNATURE



(corporate officer)
Steven A. Roberts
President

TITLE

DATE

April

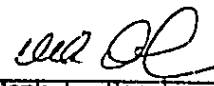
24, 1995

95 APR 26 PM 12:39

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DIVISION OF CORPORATIONS

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.

SIGNATURE



Mark L. Denebeim

DATE

April

24, 1995

REGISTERED AGENT FILING FEE: \$35.00