

CARMAN AND SMITH, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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BOCA RATON, FLORIDA 33432

DEBORAH A. CARMAN
ANDREW M. SMITH

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May 25, 1995

Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, FL. 32314

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-05/30/95--01090--005
****122.50 ****122.50

RE: CEDARS MANAGEMENT AND DEVELOPMENT, INC.
Our File No.: PB-13285

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above captioned corporation together with a check in the amount of \$122.50, representing filing fees, registered agent fee, and \$52.50 for certified copy. Kindly provide us with confirmation of approval at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

Deborah A. Carman
Deborah A. Carman

DAC/sm
enclos.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CEDARS MANAGEMENT AND DEVELOPMENT, INC.

ARTICLE I
NAME

The name of this corporation is: CEDARS MANAGEMENT AND DEVELOPMENT, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpet

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business,

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TALLAHASSEE, FLORIDA

carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V
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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 6305 Via Palladium, Boca Raton, Florida 33433. The registered office of this corporation is:

165 East Palmetto Park Road, Boca Raton, Florida 33432.

The name of the initial registered agent of this corporation at that address is: DEBORAH A. CARMAN, ESQUIRE.

ARTICLE VII
DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this

corporation are:

FAWAZ F. SALAAM
6305 Via Palladium
Boca Raton, FL 33433

AUDREY L. SALAAM
6305 Via Palladium
Boca Raton, FL 33433

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

FAWAZ F. SALAAM
6305 Via Palladium
Boca Raton, FL 33433

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

President:	AUDREY L. SALAAM
Vice-President:	FAWAZ F. SALAAM

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders

are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 23rd
day of May, A.D., 1995.

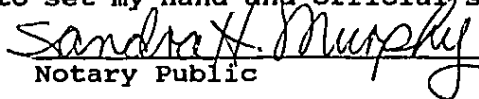

INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 23rd day of May, A.D., 1995,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared FAWAZ F. SALAAM, known to me to
be the person whose name is subscribed to in the within instrument,
and acknowledges he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

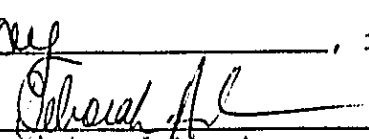

Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 23rd day of May, 1995.


Registered Agent
DEBORAH A. CARMAN, ESQ.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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June 26, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: CEDARS MANAGEMENT
AND DEVELOPMENT, INC.

DEBIT MEMO: # 7696-I

CHECK #: 1127