

P9502/2045523

THE LAW OFFICES OF WILLIAM D. TUCKER, P.A.
735 N.E. 3rd Avenue
Fort Lauderdale, Florida 33304
Telephone (305) 524-4114
Facsimile (305) 524-4116

May 25, 1995

Via certified mail
Return Receipt number: Z 023 378 601

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

Re: SUNBELT INTERNATIONAL GROUP-- Incorporation

To Whom It May Concern:

Enclosed please find the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation. Please file the above referenced documents and provide this office with a certified copy of the Articles.

We are also enclosing our check in the amount of \$ 131.25 to cover the following fees:

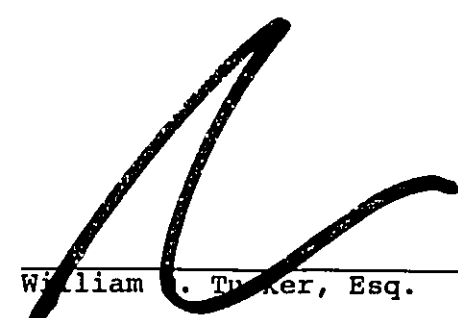
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|------------------------|----------|
| Filing fee: | \$ 35.00 |
| Registered Agent fee | \$ 35.00 |
| Certified copy fee | \$ 52.50 |
| Certificate under Seal | \$ 8.75 |

Total \$ 131.25

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Thank you for your prompt attention to this matter.

Respectfully
THE LAW OFFICES OF WILLIAM D. TUCKER, P.A.

BY: 
William D. Tucker, Esq.

enclosures as indicated
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1995

WILLIAM D. TUCKER P.A.
735 NE 3RD AVENUE
FORT LAUDERDALE, FL

SUBJECT: SUNBELT INTERNATIONAL GROUP
Ref. Number: W95000011575

We have received your document for SUNBELT INTERNATIONAL GROUP and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00028015

ARTICLES OF INCORPORATION
OF
SUNBELT INTERNATIONAL GROUP, INC.

The undersigned incorporator for the purpose of forming a corporation pursuant to Florida Statutes Chapter 607 hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **SUNBELT INTERNATIONAL GROUP, INC.**

ARTICLE II NATURE OF BUSINESS

The corporation is formed for the provision of products and services for pecuniary profit and may conduct any and all lawful business.

ARTICLE III AUTHORIZED SHARES

The aggregate number of shares and their par value that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of No Par Value

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

President: Karen Ann Abramson, Suite 760, 1975 E Sunrise Blvd., Ft. Lauderdale, Florida 33304.

Secretary, Treasurer: Marvin Abramson, Suite 760, 1975 E Sunrise Blvd., Ft. Lauderdale, Florida 33304.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is: William D Tucker, Esq., 735 N.E. 3rd Avenue, Ft. Lauderdale, FL 33304.

ARTICLE VII PRINCIPAL OFFICE

The principal offices of the corporation are located at:
Suite 760, 1975 E. Sunrise Blvd., Ft. Lauderdale, Fl 33304.

ARTICLE VIII INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the initial registered office are: William D. Tucker, Esq., 735 N.E. Third Avenue, Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of May, 1995.

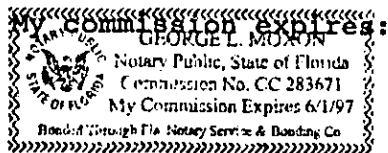


William D. Tucker

State of Florida
County of Broward

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THE FOREGOING Articles of Incorporation were acknowledged and sworn to before me this 24 day of May, 1995, by William D. Tucker, of 735 N.E. 3rd Avenue, Fort Lauderdale, FL 33304.





Notary Public

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -----Sunbelt International Group, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Fort Lauderdale, has named WILLIAM D. TUCKER, ESQ., with offices located at 735 N.W. Third Avenue, Fort Lauderdale, FL 33004, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



William D. Tucker, Resident Agent

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