



ACCOUNT NO. : 072100000032

REFERENCE : 624942 6401A

AUTHORIZATION :

COST LIMIT : 970. *Patricia P. [signature]*

ORDER DATE : June 22, 1995

ORDER TIME : 3:01 PM

ORDER NO. : 624942

CUSTOMER NO: 6401A

CUSTOMER: Joshua Bennett, Esq
SCHANTZ SCHATZMAN
& AARONSON, P.A.
Suite 1050
200 South Biscayne Boulevard
Miami, FL 33131-2394

700001521227

DOMESTIC FILING

NAME: SANDYLANE, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: T. BROWN JUN 23 1995

FILED
95 JUN 22 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- OF -

SANDYLANE, INC.

FILED
95 JUN 22 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **SANDYLANE, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock without nominal or par value which shall be designated "Common Shares." The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33131, and the name of the initial registered agent of this corporation is **JOSH N.**

BENNETT, ESQ., and his address is c/o Schantz, Schatzman & Aaronson, P.A., 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131-2394. The principal office and mailing address of the Corporation is c/o: Schantz, Schatzman & Aaronson, P.A, 200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of this initial directors of this corporation are:

Name
LAWRENCE M. SCHANTZ

Address
200 S. Biscayne Blvd., Ste. 1050
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

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

Name
JOSH N. BENNETT

Address
c/o Schantz, Schatzman & Aaronson, P.A.
200 S. Biscayne Boulevard, #1050
Miami, Florida 33131

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full 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 19th day of June, 1995.



JOSH N. BENNETT

STATE OF FLORIDA


)

SS.:

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me this 19th day of June, 1995, by JOSH N. BENNETT, who is personally known to me and who did not take an oath.


_____, NOTARY PUBLIC,
State of Florida at Large
My Commission Expires:



OFFICIAL SEAL
JOYCE BESS BORCK
My Commission Expires
Feb. 5, 1996
Comm. No. CC 177965

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

FILED
95 JUN 22 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

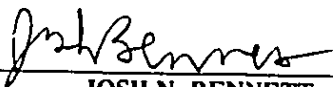
(Attached to the Articles of Incorporation of
SANDYLANE, INC.
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, SANDYLANE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **JOSH N. BENNETT**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

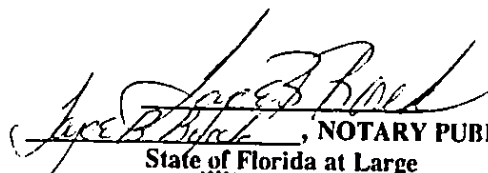

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



JOSH N. BENNETT,
Resident Agent

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of June, 1995, by **JOSH N. BENNETT**, who is personally known to me and who did not take an oath.


_____, NOTARY PUBLIC,
State of Florida at Large
My Commission Expires
 SPECIAL SEAL
JOYCE BESS BORCK
My Commission Expires
Feb. 5, 1996
Comm. No. CC 177965