

P95000049378

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: SAGE HOLDINGS, INC.

800001520938
-06/22/95--01079--010
****122.50 ****122.50

(proposed corporate name)

Enclosed please find an original articles of incorporation for the above corporation and a check in the amount of \$122.50.

FROM: Douglas M. Sieb, Esq.
240 North Washington Boulevard, Suite 200
Sarasota, FL 34236
(813) 366-8855

FILED
95 JUN 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

SAGE HOLDINGS, 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.

FILED
95 JUN 22 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

SAGE HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

240 North Washington Boulevard, Suite 200
Sarasota, Florida 34236

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Douglas M. Sieb, Esq.
240 North Washington Boulevard, Suite 200
Sarasota, Florida 34236

ARTICLE V - MANAGEMENT BY SHAREHOLDERS


The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors, and the shareholders shall perform all of the duties of a Board of Directors.

ARTICLE VI - INCORPORATOR(S)

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

Gary R. Smith
6236 North Wayne
Chicago, Illinois 60660

The undersigned has executed these Articles of Incorporation this 12 day of June, 1995.


Gary R. Smith
Incorporator

**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: **SAGE HOLDINGS, INC.**
2. The name and address of the registered agent and office is:

Douglas M. Sieb, Esq.

(NAME)

240 North Washington Boulevard, Suite 200

(P.O. BOX NOT ACCEPTABLE)

Sarasota, Florida 34236

(CITY/STATE/ZIP)

FILED
95 JUN 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE


Gary R. Smith

TITLE President

DATE: June 14th, 1995

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


Douglas M. Sieb

DATE: June 14th, 1995