

P95000062185

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Yadel Holding Company,
Incs

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 95 AUG 10 AM 11:31

at 8/11/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY RWH

WALK-IN Will Pick Up 8-11 12pm

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art of Amend File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prop. _____		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

900001558179
 08/11/95-01010--010
 122:50-122:50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
CORPORATIONS

95 AUG 10 AM 11:31

ARTICLES OF INCORPORATION
OF
YADEL HOLDING COMPANY, INC.

ARTICLE I-NAME

The name of this corporation is YADEL HOLDING COMPANY, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V- INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE VI- BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Henry Eichler	19 West Flagler Street Suite 416 Miami, Florida 33130
Ronnie Stern	19 West Flagler Street Suite 416 Miami, Florida 33130

ARTICLE VIII- OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Henry Eichler	President
Ronnie Stern	Vice-President/Secretary Treasurer

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of August, 1995.



BENJAMIN R. METSCH
(Incorporator)

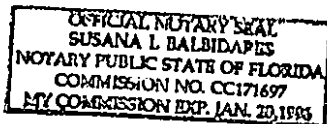
STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared BENJAMIN R. METSCH known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of YADEL HOLDING COMPANY, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of August, 1995.

Susana L. Balbidaes
NOTARY PUBLIC, State of Florida

My Commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 10 AM 11:31

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10th DAY OF August, 1995.



BENJAMIN R. METSCH

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000062185

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Amendment
 10/25/95*

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY *SKW*

CK No. _____

WALK-IN
 Will Pick Up

10-25-2'RD

of No 52219-
 RE: *Vadel Holdings
 Company, Inc*

C.C. FEE. DISBURSED

- Capital Express
- Art of Amend File
- Corp Records Search
- Ltd Partnership File
- Foreign Corp File
- () Get Copy(s)
- Art of Amend File
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority
- Express Mail Prep _____
- FAX () _____ pgs

FILED
 95 OCT 25 PM 2:16
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

10/25/95 10:20:00
 *****000*****000

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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 Past 30 Days 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 OCT 25 PM 2:16
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI

YADEL HOLDING COMPANY, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Article VII: the names and addresses of the Directors are: Susan Eichler, 19 West Flagler Street, Suite 416, Miami, Florida 33130, and Ronnie Stern, 19 West Flagler Street, Suite 416, Miami, Florida 33130; Article VIII: the officers of the corporation are: Susan Eichler, President, Ronnie Stern, Vice-President; and Henry Eichler, Secretary/Treasurer, all at: 19 West Flagler Street, Suite 416, Miami, Florida 33130

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 24, 1995

FOURTH: Adoption of Amendment(s) (check one)

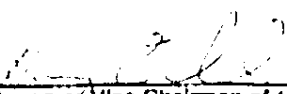
- The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by unanimously
(voting group)

Signed this 24th day of October, 19, 95.

YADEL HOLDING COMPANY, INC.
(Corporation Name)

By 
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
(A director or Incorporator if adopted by the directors or Incorporators)

HENRY ETCHLER
(Typed or printed name)

Chairman of the Board of Directors
(Title)