

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-211-9111 FAX

800-342-8086

*99500063600*



ACCOUNT NO. : 0721000000032

REFERENCE : 660784 7057A

AUTHORIZATION : *Patricia Pijet*  
COST LIMIT : \$ 70.00

ORDER DATE : August 16, 1995

ORDER TIME : 2:57 PM

ORDER NO. : 660784

CUSTOMER NO: 7057A

CUSTOMER: Ms. Joanne Capuano  
LEVY KNEEN WIENER KORNFELD &  
DEL RUSSO  
Suite 1000  
1400 Centrepark Boulevard  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: CLIFTON VENTURES III, INC.

XXX 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: Danny G. Smith

EXAMINER'S INITIALS: J. BROWN AUG 17 1995

95 AUG 16 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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95 AUG 16 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CLIFTON VENTURES III, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:  
CLIFTON VENTURES III, INC.

The address of the principal office of this corporation shall be 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Martin Carder Dir.	7200 West Camino Real, Suite 314 Boca Raton, Florida 33433
Philip A. Binns Dir.	Same

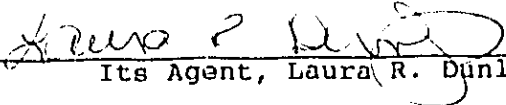
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 16, 1995.

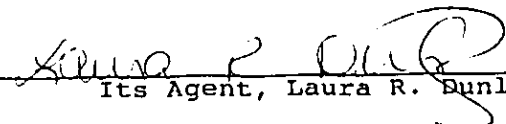
CORPORATION SERVICE COMPANY

By:   
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Laura R. Dunlap

1 P950000 63600

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD & DEL RUSSO  
PROFESSIONAL ASSOCIATION  
COUNSELORS AT LAW  
SUITE 1000  
1420 CENTRE PARK BOULEVARD  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (407) 478-4200  
FAX NO. (407) 478-8811

DAVID J. WIENER  
BOARD CERTIFIED IN REAL PROPERTY LAW  
ADMITTED TO PRACTICE IN FLORIDA  
AND NEW YORK  
WRITER'S DIRECT DIAL NO.  
14071478-4722

H. IRWIN LEVY  
OF COUNSEL

September 18, 1995

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RECEIVED  
SEP 20 1995  
TALLAHASSEE, FL  
\*\*\*\*\*00.00 \*\*\*\*\*00.00

Re: CLIFTON VENTURES III, INC.  
CLIFTON VENTURES IV, INC.

Dear Sir/Madam:

Enclosed please find two (2) Statement of Change of Registered Office or Registered Agent forms which need to be filed in your office. Also enclosed is this firm's check number 2491 in the amount of \$70.00 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Cordially,

LEVY, KNEEN, MARIANI, CURTIN,  
WIENER, KORNFELD & DEL RUSSO, P.A.

*Joanne M. Capuano*  
Joanne M. Capuano,  
Secretary to DAVID J. WIENER

/jmc  
Encl.

*Change R.A.  
MH  
9-21-95*

SECRETARY  
TALLAHASSEE, FL

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FILED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CLIFTON VENTURES III, INC.

1b. Date of incorporation August 17, 1995 Document number P95 00063600

2. The name and address of the current registered agent and office:  
Corporation Service Company  
1201 Hays Street, Tallahassee, FL 32301

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95 SEP 20  
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3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
DAVID J. WIENER, ESQ., LEVY, KNEEN, MARIANI, CURTIN, WIENER,  
KORNFELD & DEL RUSSO, P.A. 1400 CENTREPARK BLVD., STE. 1000, WPB, FL 33401

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
SIGNATURE  
8/30/95  
DATE

Philip A. Sarno PRESIDENT  
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

[Signature]  
SIGNATURE BY: David Weiner, Esq.  
(Registered Agent)  
DATE 8/30/95