

1201 HAYS STREET

TALLAHASSEE, FL 32309

800-342-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 660858 869010

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

11/11/95 11:50:31

ORDER DATE : August 16, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 660858

CUSTOMER NO: 869010

CUSTOMER: Ms. Gina Hardin - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: SANTOS CAPITAL ADVISORS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

RECEIVED
FILED
AUG 17 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. BROWN AUG 17 1995

ARTICLES OF INCORPORATION
OF
SANTOS CAPITAL ADVISORS, INC.

FILED
95 AUG 17 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

Santos Capital Advisors, Inc.
4343 N.W. 76th Avenue
Miami, Florida 33166-6493

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1201 Hays Street, Suite 105
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation at that address shall be:

The Prentice Hall Corporation System, Inc.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

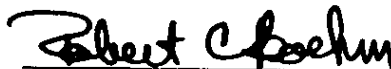
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert C. Boehm	c/o Kelley Drye & Warren 201 South Biscayne Blvd., Suite 2400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 16th day of August, 1995.



Robert C. Boehm, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
95 AUG 17 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SANTOS CAPITAL ADVISORS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, has named The Prentice Hall Corporation System, Inc., located thereat as its registered agent to accept service of process within this state.

By: Robert C. Boehm
Robert C. Boehm, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

THE PRENTICE HALL CORPORATION
SYSTEM, INC.

By: William W. Rector
Title: Asst. Secretary
Registered Agent

P95000063787



95 OCT 24 11 3 00
LIVE

ACCOUNT NO. : 07210000000032

REFERENCE : 715561 3995D

AUTHORIZATION :

COST LIMIT : 0 87.50

Patricia Pizotti

ORDER DATE : October 24, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 715561

CUSTOMER NO: 3995D

CUSTOMER: Toni Clark, Legal Assistant
Kelley, Drye & Warren
2400 Miami Center
201 South Biscayne Blvd.
Miami, FL 33131-2399

DOMESTIC AMENDMENT FILING

NAME: SANTOS CAPITAL ADVISORS, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: _____

FILED
OCT 24 PM 3 34
STATE

NC
CFC
10-24

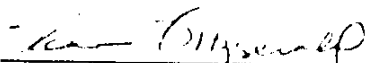
ARTICLES OF AMENDMENT
OF
SANTOS CAPITAL ADVISORS, INC.

1. Article I of the Articles of Incorporation of SANTOS CAPITAL ADVISORS, INC., is hereby amended so as to read as follows:

The name of this Corporation is:

SANTOS CAPITAL, INC.

2. The foregoing amendment was adopted by the shareholders and directors of this Corporation, pursuant to Section 607.1003 of the Florida Statutes, on the 20th day of October, 1995.



Kevin P. Fitzgerald, President

FILED
55 OCT 24 PM 3:35
SECRET
FBI
FBI