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FILED
96 JAN 29 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: ANDCO Services, Inc.

Dear Sir:

With reference to the above captioned corporation, enclosed please find an original and copy of Articles of Incorporation. Please file the original and return a copy stamped "filed" with filing date to me. Also enclosed is the Certificate Designating Registered Agent. My check in the amount of \$122.50 is enclosed to cover filing fees.

If you have any questions, please let me know.

Very truly yours,

Chris A. Economou

CAE/mjm
Enclosures

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ARTICLES OF INCORPORATION
OF

ANDCO SERVICES, INC.

FILED
\$6 JUN 29 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is ANDCO Services, Inc.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

CAPITAL STRUCTURE

Number. The aggregate number of shares that the corporation shall have the authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock with a par value of ONE (\$1.00) DOLLAR per share.

Initial Use. One hundred (100) shares of common stock of the corporation shall be issued for cash at a par value of ONE (\$1.00) DOLLAR per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at a particular time.

Dividends. The holders of the outstanding common shares shall be entitled to receive, when and as declared by the Board of Directors, dividends either in cash or in property, including shares of the capital stock of a corporation.

ARTICLE V

TRANSFER OF SHARES

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose (except for devolution to beneficiaries or heirs upon the death of any shareholder) of any of the shares of the corporation without first offering such shares for sale to the corporation at net book value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of five (5) days from the date of receipt. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in Florida shall be 1900 Southwest 81st Terrace, North Lauderdale, Florida 33068. The mailing address is 1900 Southwest 81st Terrace, North Lauderdale, Florida 33068. The name of the initial registered agent of the corporation at the registered office shall be Paul G. Anderson.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as the member of the initial Board of Directors is as follows:

Paul G. Anderson
1900 Southwest 81st Terrace
North Lauderdale, Florida 33068

ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Paul G. Anderson
1900 Southwest 81st Terrace
North Lauderdale, Florida 33068

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the 28 day of January, 1996.


PAUL G. ANDERSON

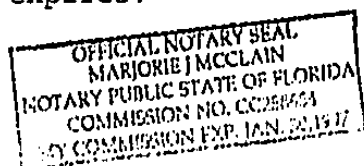
STATE OF FLORIDA)
COUNTY OF BROWARD)

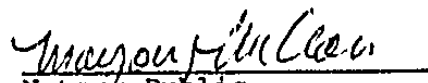
BEFORE ME, the undersigned authority, personally appeared PAUL G. ANDERSON, to me well known or who produced a valid Florida drivers license and who subscribed the above Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to the law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 28 day of January, 1996.

DL A536 68764324 0

My Commission expires:




Notary Public
State of Florida
Marjorie J. McClain.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

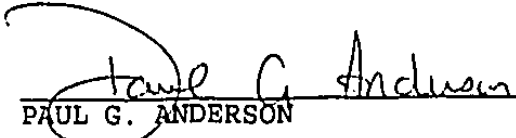
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT ANDCO SERVICES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA AS A FOR-PROFIT
CORPORATION, WITH ITS PRINCIPAL PLACE OF BUSINESS IN BROWARD
COUNTY, STATE OF FLORIDA, HAS NAMED PAUL G. ANDERSON AT 1900
SOUTHWEST 81ST TERRACE, NORTH LAUDERDALE, FLORIDA 33068 AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


PAUL G. ANDERSON, PRESIDENT

DATE: 1/25/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED FOR-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


PAUL G. ANDERSON

DATE: 1/25/96