

P96000014971

MORI AARON SCHWEITZER
2253 NW 62nd Drive
Boca Raton, FL. 33496-3510
(407) 995-9493
Fax (407) 995-9495

January 31, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
Feb 15, 1996

Attn: New Filings Section

Re: SANDGATE HOLDING, LIMITED

700001707137
-02/06/96--01023--022
****122.50 ****122.50

Dear Ms. Register;

We enclose for filing, the Certificate of Incorporation for the corporation named above and one (1) additional copy to be certified..Also enclosed is our check in the amount of \$122.50 to cover the requisite filing fees and to cover cost of one (1) certified copy.

If you have any questions, please do not hesitate to contact me at the numbers shown above. Documents are to be returned to me after filing.

Your courtesy and cooperation are greatly appreciated.

Very truly yours,

MORI AARON SCHWEITZER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
FEB 16 AM 8:12

FILED

MAS/PT
Enc: Cert. of Incorporation

63 2/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 FEB 16 AM 0:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9, 1996

MORI AARON SCHWEITZER
2253 NW 62ND DR
BOCA RATON, FL 33496-3510

SUBJECT: SANDGATE HOLDING LIMITED
Ref. Number: W96000003012

EFFECTIVE DATE
Feb 15, 1996

We have received your document for SANDGATE HOLDING LIMITED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 896A00005779

ARTICLES OF INCORPORATION
OF
SANDGATE HOLDING COMPANY

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Sandgate Holding Company.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on
February 15, 1996

EFFECTIVE DATE

Feb 15, 1996

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 thousand (1,000)
shares of One cent (\$.01) par value common stock, which shall be
designated as "Common Shares".

ARTICLE - V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The name of the registered agent of this corporation is: MORI
AARON SCHWEITZER and mailing address of the initial principal
office of the corporation is : 2253 NW 62 Drive, Boca Raton,
Florida 33496

ARTICLE - VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The
number of directors may be increased or diminished from time to
time by the By-Laws, shall never be less than one (1). The name
and address of the initial Directors of this Corporation are :

NAME

ADDRESS

2

Mori Aaron Schweitzer 2253 NW 62nd Drive
Boca Raton, Florida 33496

ARTICLE VII - BYLAWS

The Bylaws of this corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

ARTICLE VIII -INDEMNIFICATION

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

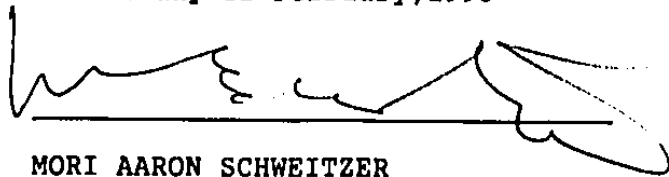
ARTICLE IX INCORPORATOR

The name of the person signing these articles as incorporator is Mori Aaron Schweitzer.

ARTICLE X AMENDMENT

This 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 14th day of February, 1996

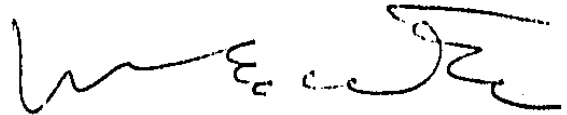


MORI AARON SCHWEITZER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED, MORI AARON SCHWEITZER,
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 HIS DUTIES.

Dated: February 14, 1996

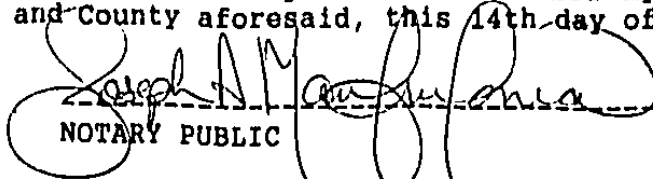


MORI AARON SCHWEITZER

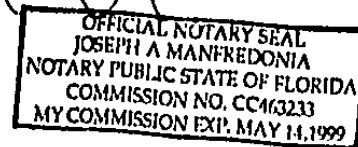
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized in the State and County set
forth above, personally appeared MORI AARON SCHWEITZER, known to me
and to me known to be the person who, as Incorporator, executed the
forgoing Articles of Incorporation of Sandgate Holding Company 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 14th day of
February, 1996.


NOTARY PUBLIC

My Commission Expires:,



FILED
96 FEB 16 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA