

03/19/1996

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CORPORATE CREATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 RAFT GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC
4521 PGA BLVD., S-211
PALM BEACH GARDENS FL 33410-0000
CONTACT: FRANK A RODRIGUEZ
PHONE: (407) 694-8107
FAX: (407) 694-1639

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.S. FLORIDA VENTURES INC.
FAX AUDIT NUMBER: H96000003786
DATE REQUESTED: 03/19/1996
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TALLAHASSEE, FLORIDA

[Signature]
3/18

RECEIVED
96 MAR 18 AM 10:15
SECRETARY OF STATE

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**Articles of Incorporation
of
U.S. Florida Ventures Inc.**

Article I. Name

The name of this Florida corporation is:
U.S. Florida Ventures Inc.

Article II. Address

The mailing address of the Corporation is:

U.S. Florida Ventures Inc.
8002 Miami Lakes Drive
Miami Lakes FL 33327

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Kenneth Edelman
Andrew LaRosa
Vinny*Torre

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 15, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on March 18, 1996

Corporate Creations International Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez President

Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
U.S. Florida Ventures Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: March 18, 1996

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Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967
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