

P96000026890
(SAMPLE LETTER OF TRANSMITTAL)

Date MARCH 18, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: CUZ ENTERPRISES, INC. Inc.
(name of corporation)

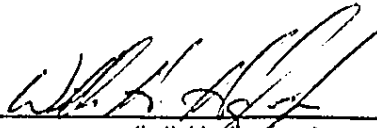
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****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)
WILLIAM H. HAZLETT JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 MAR 21 PM 3:52

FILED

PM MAR 28 1996

CUZ ENTERPRISES, INC.
(name of corporation)

Dmc
3/27/96

MAILING ADDRESS OF CORPORATION		
2940 SW 22 CIRCLE, STE. B		
DELRAY BEACH, FLORIDA 33445		
(407) 272-3272		
PHONE		
()		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

CUZ ENTERPRISES, INC.
(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY: TERRY E. TALLANT
TALLANT ASSOCIATES, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CUZ ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities 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 shares (1,000) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	WILLIAM H. HAZLETT, JR.		
ADDRESS	2940 SW 22 CIRCLE, STE. B		
CITY	DELRAY BEACH	FLORIDA	ZIP 33445

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	2940 SW 22 CIRCLE, SUITE B		
CITY	DELRAY BEACH	FLORIDA	ZIP 33445

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

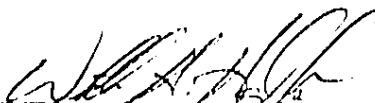
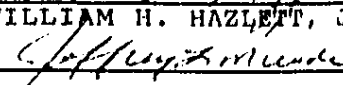
NAME	WILLIAM H. HAZLETT, JR. (PRESIDENT)		
ADDRESS	2940 SW 22 CIRCLE, STE. B		
CITY	DELRAY BEACH	STATE FLORIDA	ZIP 33445
NAME	JEFFREY L. MIRANDA (SECRETARY)		
ADDRESS	2751 NE 52 COURT		
CITY	LIGHTHOUSE POINT	STATE FLORIDA	ZIP 33064
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

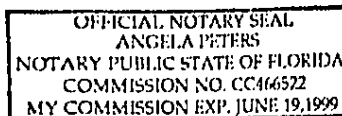
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	WILLIAM H. HAZLETT, JR.		
ADDRESS	2940 NW 22 circle, suite b		
CITY	DEERAY BEACH	STATE	FL ZIP 33445
NAME	JEFFREY L. MIRANDA		
ADDRESS	2751 ne 52nd court		
CITY	LIGHTHOUSE POINT	STATE	FL ZIP 33064
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18 day of MARCH, 1996.


 _____ (Seal)
 WILLIAM H. HAZLETT, JR.

 _____ (Seal)
 JEFFREY L. MIRANDA
 _____ (Seal)

*Signed & sealed before me this March 18, 1996, Both
 Personally known to me. Angela Peters Notary*



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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96 MAR 21 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUZ ENTERPRISES, INC.
(name of corporation)

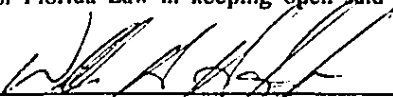
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at **2940 SW 22 CIRCLE, STE. B**
DELRAY BEACH, FLORIDA 33445

has named **WILLIAM H. HAZLETT, JR.**
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
WILLIAM H. HAZLETT, JR.

P96000026890

DONNA J. RIVEN
Attorney At Law
420 Lincoln Road, 7th Floor
Miami Beach, Florida 33139
Telephone - (305) 673-5699
Telefax - (305) 673-9235

December 6, 1996

Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Amendments

Re: CUZ ENTERPRISES, INC., name change to CUZ, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment changing the name of CUZ ENTERPRISES, INC. to CUZ, INC. The Articles are duly signed by William H. Hazlett, Jr., as Incorporator. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Secretary of State to cover the filing fee.

Please return a file-stamped copy of the Articles to the undersigned in the pre-addressed, stamped envelope enclosed.

Yours sincerely,

Donna J. Riven
Donna J. Riven

DJR:em
Enclosure
f:\...\secstate.ltl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/17

ARTICLES OF AMENDMENT
OF CUZ ENTERPRISES, INC.

Pursuant to Florida Statute Section 601.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. Article I of the Corporation is amended to read as follows:

The name of the corporation is: CUZ, INC.

2. The foregoing amendment was adopted by the Incorporators before the issuance of shares; thus shareholder action was not required.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment, this 4 day of November, 1996.

~~SECRETARY OF THE CORPORATION~~
(Resigning)

WILLIAM H. HAZLETT, JR.,
INCORPORATOR, SOLE

STATE OF FLORIDA

COUNTY OF Polk

The foregoing instrument was acknowledge before me this 4 day of November, 1996, by William H. Hazlett, Jr., and Joseph D. Katz, incorporators of CUZ ENTERPRISES, INC., a Florida corporation, were are personally known to me or who produced FL DL# H242 828 60 123-0 as identification, and who did/did not take an oath.

Joseph D. Katz
NOTARY PUBLIC

PRINTED NAME

IDENTIFICATION

