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M.S. MARLIN, P.A.
ATTORNEYS AT LAW

M.S. MARLIN
GARY R. MARLIN

FILED
SUITE 100, 25 AM 9:42
250 CATALONIA AVENUE
CORAL GABLES, FLORIDA 33134
AREA CODE 305 TALLAHASSEE, FLORIDA
FAX 305-440-7838

SENT VIA FEDERAL EXPRESS

March 22, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, FL 32399

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***122.50 ***122.50

RE: SAO ENTERPRISES CORP.

To Whom It May Concern:

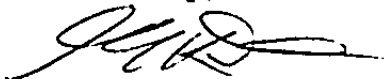
Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for the above corporation.
2. Original Resident Agent Form.
3. Check, made payable to you, in the sum of \$122.50.
4. Prepaid Federal Express airbill.

Kindly forward the certified copy of the Articles of Incorporation back to my office via Federal Express at your earliest convenience

Thank you.

Yours truly,



GARY R. MARLIN

GRM:tm

Encls.

7H
4/2/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAO ENTERPRISES CORP.**

ARTICLE I

NAME

The name of this corporation is:

SAO ENTERPRISES CORP.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To
transact any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1830 Wa-Kee-Na Drive, Coconut Grove, Florida, 33133, and the name of initial registered agent of this corporation at that address is SCOTT ALLEN OSMAN.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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.

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

SCOTT ALLEN OSMAN
1830 Wa-Kee-Na Drive
Coconut Grove, Florida 33133

ARTICLE VII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 1830 Wa-Kee-Na Drive, Coconut Grove, Florida, 33133.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

SCOTT ALLEN OSMAN
1830 Wa-Kee-Na Drive
Coconut Grove, Florida 33133

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of March, 1996.



SCOTT ALLEN OSMAN
SUBSCRIBER

STATE OF FLORIDA

SS

COUNTY OF DADE

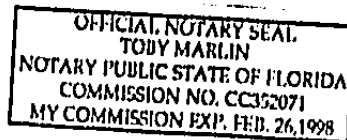
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **SCOTT ALLEN OSMAN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid , on this 22nd
day of March, 1996.

Toby Marlin

Notary Public, State of Florida

My commission expires:



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CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
SAO ENTERPRISES CORP., DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, HAS DESIGNATED THE STREET ADDRESS OF
THE INITIAL OFFICE OF THIS CORPORATION AS BEING
1830 Wa-Kee-Na DRIVE, COCONUT GROVE, FLORIDA, 33133, AND THE
NAME OF THE INITIAL RESIDENT AGENT OF THIS CORPORATION AT
THAT ADDRESS IS, SCOTT ALLEN OSMAN, HAVING BEEN NAMED AS
INITIAL RESIDENT AGENT FOR THE ABOVE STATED CORPORATION, AT
THE INITIAL OFFICE OF THE CORPORATION DESIGNATED ABOVE, I
HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

BY: _____


SCOTT ALLEN OSMAN
INITIAL RESIDENT AGENT