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MEMORANDUM

To: Florida Department of State-Corporations Division

From: Howard I. Alabaster

Date: May 7, 1996

40000018140014
05/09/96--01006--005
*****70.00 *****70.00

Subject: Sutton Holding, Inc.

Enclosed herewith please find the Articles of Incorporation of Sutton Holding, Inc., and a check for \$70.00 to cover the filing fees for this new corporate entity.

Please mail to this office the certificate evidencing filing for this corporation. Thank you for your cooperation.

FILED
95 MAY -8 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 15 1996

**ARTICLES OF INCORPORATION
OF
SUTTON HOLDING, INC.**

FILED
96 MAY -8 AM 10:28
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Sutton Holding, Inc.

ARTICLE II

This corporation shall commence its existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:
 - (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - © To have a corporate seal and to use the same by causing it to be impressed or affixed.
 - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
 - (e) To sell, mortgage, pledge, create a security interest in, lease, transfer and otherwise dispose of all or any part of its property and assets;
 - (f) To lend money to its officers and/or employees.
 - (g) To make contracts and guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or

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pledge of all or any of its property, franchises and income;

(h) To lend money and take and hold real or personal property as security of the payment of funds so loaned;

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and without this state;

(j) To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;

(k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida;

(l) To have and exercise all powers necessary to effect its purpose;

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$.01.

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

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

The corporation's shares of stock will not to be divided into classes.

The corporation is not authorized to issue shares of stock in series.

ARTICLE V

The initial principal place of business for the corporation shall be at 9600 W. Sample Road, Suite 301, Coral Springs, Florida 33065, and this shall be the corporation's initial mailing address.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 9600 W. Sample Road, Suite 500, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at such address is Howard I. Alabaster.

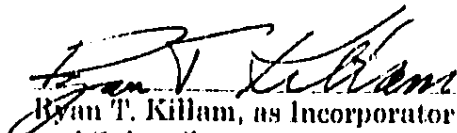
ARTICLE VII

The initial board of directors shall consist of two (2) members, who need not be a residents of the State of Florida or a shareholder of the corporation. The number of directors may be increased from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation are: Ryan T. Killam, 9600 W. Sample Road, Suite 301, Coral Springs, Florida 33065, and Joe Leger, 9600 W. Sample Road, Suite 301, Coral Springs, Florida 33065.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of April, 1996.



Ryan T. Killam, as Incorporator
and Subscriber



Joe Leger, as Incorporator
and Subscriber

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
UPON WHOM PROCESS MAY BE SERVED**

In pursuance to §607.34 Florida Statutes, the following is submitted, in compliance with said Act:

That Sutton Holding, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at 9600 W. Sample Road, Suite 301, Coral Springs, Broward County, Florida 33065, has named Howard I. Alabaster located at 9600 W. Sample Road, Suite 500, City of Coral Springs, County of Broward, State of Florida 33065, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Howard I. Alabaster, Registered Agent

FILED
96 MAY -8 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA