

Robert W. Dombrosky
FIDELITY INTERNATIONAL
Financial Services, Inc.

P96000044240

, 1993

12959 S.W. 112 Street
Miami, Florida 33186
(305) 385-7722
FAX (305) 388-3448

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

FILED
MAY 17 PM 2 15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Dear Sirs,

Enclosed are two copies of Articles of Incorporation for

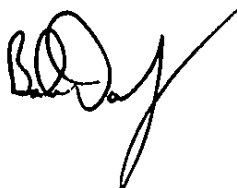
S.B.L. CORPORATION and a check for \$70. Please
register the articles and return a copy to:

Robert W. Dombrosky
c/o Fidelity Int'l Financial Services
12959 S.W. 112 Street
Miami, Fl. 33186

100001827521
-05/17/96--01105--007
*****70.00 *****70.00

Call (305)385-7722 if you have any questions. Thank you.

Sincerely,



N. HENDRICKS MAY 23 1996

ARTICLES OF INCORPORATION
OF

S.B.L. Corporation

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SECRETARY OF 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, duties 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:

S.B.L. Corporation

ARTICLE II

This Corporation shall commence 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:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue

its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

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

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member,

associate, or manager of a corporation,
partnership, joint venture trust, or other
enterprise;

To have and exercise all powers necessary or
convenient to effect its purposes;

To indemnify any person who by reason of the fact
that he is or was a director, officer, employee or
agent of the corporation to the full extent as
permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which the Corporation shall
have authority to issue is the total sum of Five Hundred Shares,
having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an
amendment to these articles, there shall be only one (1) class of
stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Sandra Basto
4949 Riviera Drive
Coral Gables, Fl. 33146

The address of the registered agent as listed above shall also serve as the mailing address for the principal office of the corporation.

ARTICLE VI

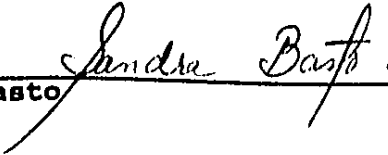
The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

Sandra Basto
4949 Riviera Drive
Coral Gables, Fl. 33146

The name and address of the incorporator executing these Articles of Incorporation is:

Sandra Basto
4949 Riviera Drive
Coral Gables, Fl. 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 1996.


Sandra Basto

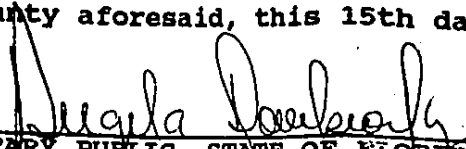
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Sandra Basto, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she 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 15th day of May, 1996.



ANGELA DOMBROSKY
MY COMMISSION # CC388480 EXPIRES
May 19, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE.

My Commission Expires:

FILED

96 MAY 17 PM 2:16

ACCEPTANCE BY REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Sandra Basto
Sandra Basto

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sandra Basto, known to be and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and she acknowledged before me that she executed that Acceptance this 15th day of May, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 15th day of May, 1996.



ANGELA DOMBROSKY
MY COMMISSION # CC369480 EXPIRES
May 19, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Angela Dombrosky
Notary Public
State of Florida

My Commission Expires:

ANGELA DOMBROSKY
MY COMMISSION # CC369480 EXPIRES
May 19, 1998
BONDED THRU TROY FARM INSURANCE, INC.