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1201 HAYS STREET
MIAMI, FL 33134
904 2-0391 FAX

800-222-8006



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 968580 9921A

8000001851518
-06/05/96--01033--006
****122.50 ****122.50

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 29, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 968580

CUSTOMER NO: 9921A

CUSTOMER: Ms. Barbara Sanjurjo
THOMAS G. SHERMAN, ESQ

218 Almeria Avenue

Coral Gables, FL 33134

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 MAY 29 PM 3:31

DOMESTIC FILING

NAME: SAGE INVESTMENTS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

CR
5/29/96

ARTICLES OF INCORPORATION

OF

SAGE INVESTMENTS INC.

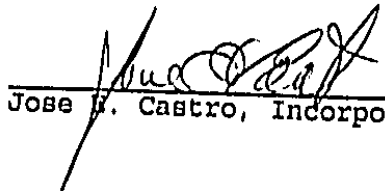
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DIVISION OF CORPORATIONS

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The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is SAGE INVESTMENTS, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 1717 N. Bayshore Drive, Miami, Florida 33132, Unit 3636.
- THIRD:** The corporation is authorized to issues 7,500 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jose E. Castro, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Mary Haldane, 13731 Bridgeport, Houston, Texas 77047.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on May 29, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of May, 1996.



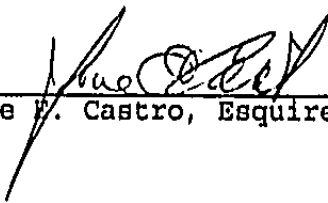
Jose M. Castro, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Jose V. Castro, Esquire

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