

P960000046636

MELVIN J. RICHARD
DENNIS ALAN RICHARD
RICHARD J. RAHATAN
LAUREL W. MARC-CHAMBER
KYNLEY A. HARKER
JEREMY N. WEITMAN **

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN NEW YORK & D.C.

RICHARD AND RICHARD
ATTORNEYS AT LAW
ONE SOUTH BAYSHORE DRIVE
TOWNSHIP 11 - 17TH FLOOR
THE FOUR ANNAPOLIS
BRICKELL AVENUE AT 8TH STREET
MIAMI, FLORIDA
00001
(800) 874-0000

TELEFAX - MIAMI (800) 874-0000
HAPPIN HOUSE (4TH FLOOR)
4 WINNEXY STREET
LONDON W1N 7 AR, ENGLAND

May 23, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001842181
-05/29/96--01028--018
****122.50 ****122.50

RE: Fill-It Enterprises, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the sum of \$122.50 which should cover the filing fee and the certified copy that we would like to receive in return once the Articles of Incorporation have been filed.

If you need any further assistance, please do not hesitate to contact me.

Very truly yours,


RICHARD SARAFAN

RS/va

Enclosures

va\lrr3\fill-it.fir

FILED
96 MAY 29 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ab. 3. 96

**ARTICLES OF INCORPORATION
OF
FILL-IT ENTERPRISES, INC.**

FILED
96 MAY 29 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following article of incorporation:

ARTICLE I

NAME

The name of the corporation is Fill-It Enterprises, Inc.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5013 S.W. 90th Terrace, Cooper City, Florida 33328.

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSES

The general purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall be without par value.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 825 South Bayshore Drive, Suite 1748, Miami, Florida 33131, and the name of its initial registered agent at such address is Richard Sarafan.

ARTICLE VII
DIRECTOR

The number of directors constituting the corporations initial board of directors is one. The name and address of the person who is to serve as a member of the initial board of directors is Steven Sarafan at 5013 S.W. 90th Terrace, Cooper City, Florida 33328.

ARTICLE VIII
INCORPORATOR

The name of and address of the incorporator is Steve Sarafan at 5013 S.W. 90th Terrace, Cooper City, Florida 33328.

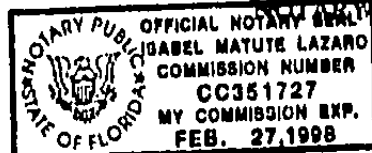
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 17th day of MAY, 1996.


STEVE SARAFAN
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of
May, 1996 by Steve Sarafan, who is personally known to me and did taken an
oath.

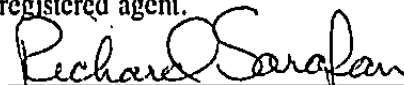
My commission expires:



PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.



RICHARD SARAFAN, ESQ.

Florida Bar #296805

Richard and Richard, P.A.

825 South Bayshore Drive

Tower III - Suite 1748

Miami, Florida 33131

Telephone: (305) 374-6688

FILED
96 MAY 29 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA