

P960000-18835

1201 HAYN STREET
TALLAHASSEE, FL 32301-5007
(904) 222-1100
(904) 222-1101 FAX

800-344-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 979783 85290A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 7, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 979783

CUSTOMER NO: 85290A

CUSTOMER: Peggy Mcentee, Legal Assistant
JOHN W. CASE, ESQ

3rd Floor
2900 East Oakland Park Blvd
Ft. Lauderdale, FL 33306

100001855841
-06/07/96--01067--008
*****122.50 *****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 1:21

DOMESTIC FILING

NAME: VALADAN, 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: Jennifer Moran

EXAMINER'S INITIALS:

cf 6/7/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 12:16

EFFECTIVE DATE
6/6/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -7 PM 1:21

ARTICLES OF INCORPORATION

OF

VALADAN, INC.

ARTICLE I - NAME - LOCATION

The name of this corporation is VALADAN, INC, located at 608 N.W. 28th Court, Wilton Manors, Florida 33311.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

608 N. W. 28th Court

Wilton Manors, Florida 33311

and the name of the initial registered agent of this corporation at that address is:

John Flanagan, Esquire

ARTICLE VII - 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 Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

John Flanagan

608 N.W. 28th Court
Wilton Manors, Florida 33311

ARTICLE VIII - INCORPORATOR

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

NAME

ADDRESS

John Flanagan

608 N. W. 28th Court
Wilton Manors, Florida 33311

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE I - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

6th day of June, 1996.

John Flanagan
John Flanagan

STATE OF FLORIDA)

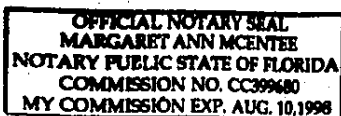
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. W. MARTIN 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 official seal, in the State and County last aforesaid this 6th day of June, 1996.

Margaret Ann McEntee
Margaret Ann McEntee
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -7 PM 1:21

ACKNOWLEDGMENT BY REGISTERED AGENT

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



Registered Agent

PREPARED BY:
JOHN W. CASE, ESQUIRE
2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR
FORT LAUDERDALE, FL 33306
(305) 864-1550