

1301 HAYS STREET
FT. LAUDERDALE, FL 33307
904 391-9177
904 391-9177
P9600052978



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 995076 8948A

AUTHORIZATION : *James L. Case*

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1996

ORDER TIME : 2:15 PM

ORDER NO. : 995076

0000001870610

CUSTOMER NO: 8948A

CUSTOMER: Karen Block, Legal Assistant
JAMES L. CASE, ESQ
Suite 102
2810 East Oakland Park Blvd.
Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME: CALIFORNIA HOLDINGS, 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: Clint Fuhrman

EXAMINER'S INITIALS:

CP
6/21/96

ARTICLES OF INCORPORATION
OF
CALIFORNIA HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CALIFORNIA HOLDINGS, INC.

The address of the principal office of this corporation shall be 250 Valencia Avenue, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hayn Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

George Miller	250 Valencia Avenue
Dir./Pres./Sec./Treas.	Coral Gables, Florida 33134

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 20, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

PA6000052978

James L. Case, P.A.

SUITE 102
2800 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

JAMES L. CASE

April 30, 1997

(854) 563-1000
FAX (854) 565-2047

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: CALIFORNIA HOLDINGS, INC.

Dear Sir:

Enclosed please find a Change of Registered Office of Registered Agent Form to be filed on behalf of the above referenced corporation, together with a check in the amount of \$35.00 representing the filing fee.

Please amend your records at your earliest opportunity to reflect the change.

Very truly yours,

Karen Block
KAREN BLOCK,
Legal Assistant

KB
Encl.
96-117-522

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SECRET
MAIL ROOM

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*****35.00 *****35.00

R.A. change

YICKIE J. WHITFIELD MAY 13 1997

Charter No: P96000052978
Date Filed: 6/20/96

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent, in the State of Florida.

1. The name of the corporation is CALIFORNIA HOLDINGS, INC.
2. The name and address of its present registered agent is:
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301
3. The name and street address to which its registered agent is to be changed is: (P.O. BOX NOT ACCEPTABLE)
GEORGE MILLER
250 VALENCIA AVENUE
CORAL GABLES, FLORIDA 33134
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature: George Miller
(President or Vice-President)

Date: 4/23/97

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name: George Miller

Signature: [Signature]
(Agent)

Dated: April 23, 1997

97 APR 25 10 05 AM
SECRET