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MIAMI, FL 33131  
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CSC NETWORKS  
PREFERENCE MAIL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 004691 11422A

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 122.50

ORDER DATE : June 28, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 004691

CUSTOMER NO: 11422A

400001879614

CUSTOMER: Louis R. Montello, Esq  
CHEEZEM MONTELLO & KENNEY

Suite 1200  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: SJIF ACQUISITION CORP.

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:

509-671  
W96-13793

*cf*  
*7/2/96*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 12:23



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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July 1, 1996

**RESUBMIT**

Please give original  
submission date as file date.

CSC NETWORKS  
1201 HAYS STREET  
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SUBJECT: SJIF ACQUISITION CORP.  
Ref. Number: W96000013793

We have received your document for SJIF ACQUISITION CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 796A00032295

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ARTICLES OF INCORPORATION  
OF  
SJIF ACQUISITION CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 12:24

ARTICLE I

Name

The name of the corporation is SJIF Acquisition Corp.  
(hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

## ARTICLE V

### Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, City of Miami, County of Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

## ARTICLE VI

### Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Simon Falic  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

## ARTICLE VII

### Incorporator

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

## ARTICLE VIII

### Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27th day of June, 1996.



Louis R. Montello,  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of SJIF ACQUISITION CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,  
Registered Agent

June 27, 1996

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