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JAY B. VERONA

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OF COUNSEL

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July 1, 1996

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301

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-07/05/96--01048--010
***122.50 ***122.50

Re: SUNCOAST MANAGEMENT & ENTERPRISES, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles Filing Fee	\$	35.00
Registered Agent		35.00
Certified Copy		52.50
TOTAL	\$	122.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
JAY B. VERONA, P.A.



Jay B. Verona
JBV:sb
Enclosures
cc: Larry and Jeff Lafkowitz

FILED
96 JUL -5 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

96 JUL -5 PM 3:55

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation. **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. **NAME:** The name of this Corporation is **SUNCOAST MANAGEMENT & ENTERPRISES, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

**7640 66th Street North
Pinellas Park, FL 34665**

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

**JAY B. VERONA, P.A.
5959 Central Avenue, Suite 201
St. Petersburg, FL 33710**

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial Directors of this Corporation are:

LARRY M. LAFKOWITZ

**7640 66th Street North
Pinellas Park, FL 34665**

JEFFREY B. LAFKOWITZ

**7640 66th Street North
Pinellas Park, FL 34665**

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

LARRY M. LAFKOWITZ

7640 66th Street North
Pinellas Park, FL 34665

JEFFREY B. LAFKOWITZ

7640 66th Street North
Pinellas Park, FL 34665

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.


10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** 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.

13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of JUNE, 1996.

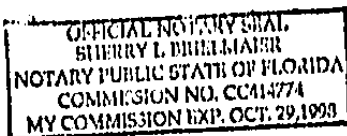

LARRY M. LAFKOWITZ
Incorporator


JEFFREY B. LAFKOWITZ
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 19th day of JUNE, 1996 by LARRY M. LAFKOWITZ. He is personally known to me or has produced _____ (type of identification) as identification,

and did not take an oath.



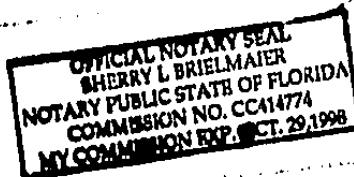
[Signature]
Notary Public - signature
Sherry L. Brielmaier
Notary's name - type or print

Commission/Serial Number

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 19th day of June, 1996 by **JEFFREY B. LAFKOWITZ**. He is personally known to me or have produced (type of identification) as identification, and did not take an oath.



[Signature]
Notary Public - signature
Sherry L. Brielmaier
Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **SUNCOAST MANAGEMENT & ENTERPRISES, INC.**, at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

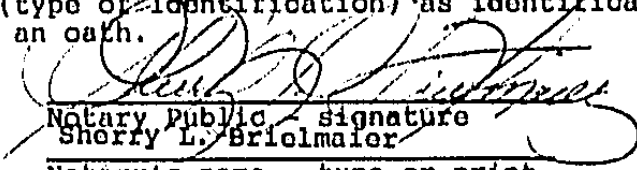
JAY B. VERONA, P.A.

By: [Signature]

Jay B. Verona
As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

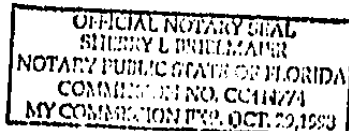
The foregoing instrument was acknowledged before me this 24th
day of June, 1996 by Jay B. Verona, as President of Jay
B. Verona, P.A., a Florida corporation, on behalf of the
corporation. He is personally known to me or has produced
(type of identification) as identification,
and did (did not) take an oath.


Notary Public signature
Sherry L. Brielmaier

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



FILED
96 JUL -5 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA