

ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1148
MAILING ADDRESS:
P.O. BOX 14088
FORT LAUDERDALE, FLORIDA 33302-4088

TELEPHONE (305) 462-3300
FROM MIAMI (305) 947-1082
FACSIMILE (305) 763-2438

BOCA RATON OFFICE
40 SOUTHEAST FIFTH STREET
SUITE 408
BOCA RATON, FLORIDA 33432-6080

TELEPHONE (407) 391-8888
FACSIMILE (407) 391-8844

July 3, 1996

VIA: FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300001885493
-07/05/96--01082--018
****122.50 ****122.50

Re: B.S. MENDLESON, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of B.S. MENDLESON, INC., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this document to me, enclosed please find a Federal Express return envelope for your use.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra H. Chrystie
Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

FILED
96 JUL -5 PM 12:24
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B.S. MENDLESON, INC.
A FLORIDA CORPORATION

FILED
5-28-5
PM 12:24
CLERK OF COURT
JUL 1 1955

The undersigned, acting as Incorporator of B.S. MENDLESON, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is B.S. MENDLESON, INC. and the street address of the initial principal office of the Corporation is 5901 Southwest 74th Street, Suite 407, South Miami, Florida 33143.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is Gary A. Brown, 5901 Southwest 74th Street, Suite 407, South Miami, Florida 33143.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Marshall J. Emas, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.


MARSHALL J. EMAS, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for B.S. MENDLESON, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: July 3, 1996

By:

Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

96 JUL - 3
FILED
PM 12:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FROM ENO 954 763 2439

08/19/1996 13:30

NO. 4 P. 2

P96000057476

07/19/96

FLORIDA DIVISION OF CORPORATIONS

1:21 PM

PUBLIC ACCESS SYSTEM

((H96000011542)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

DEPARTMENT OF STATE

100 NE THIRD AVE

STATE OF FLORIDA

PO BOX 14000 SUITE 1100

409 EAST GAINES STREET

FT LAUDERDALE FL 33301-

TALLAHASSEE, FL 32399

CONTACT: DEBRA H CHRYSTIE

FAX: (904) 922-4000

PHONE: (305) 462-3300

FAX: (305) 763-2439

((H96000011542)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: B.S. MENDLESON, INC.

FAX AUDIT NUMBER: H96000011542

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/19/1996

TIME REQUESTED: 13:21:39

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 075067004147

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000011542)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>

FILED
96 AUG 19 PM 4:09
STATE
TALLAHASSEE, FLORIDA

*Original
Kendi*

RECEIVED
96 AUG 19 PM 1:54
DEBRA H CHRYSTIE

FAX AUDIT NO. H96000011542

**ARTICLES OF AMENDMENT OF
U.S. MENDLESON, INC.**

FILED
96 AUG 19 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is U.S. MENDLESON, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of the Corporation is Commen, Inc. and the street address of the initial principal office of the Corporation is 5901 Southwest 74th Street, Suite 407, South Miami, Florida 33143.

3. The foregoing amendment was adopted by the sole Incorporator of the Corporation before the issuance of stock; therefore, no shareholder action was required.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 19th day of August, 1996.


MARSHALL J. EMAS, Sole Incorporator

PREPARED BY: Marshall J. Emas, Esquire
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
Florida Bar No. 282073

FAX AUDIT NO. H96000011542