

196000058960

JUNE 28, 1996

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

100001883001
-07/03/96--01026--020
****122.50 ****122.50

RED ROCK ENTERPRISES, INC.
DBA
SANTA FE SOUTH, INC.
16612 SW 299 TERR.
HOMESTEAD, FLORIDA 33033

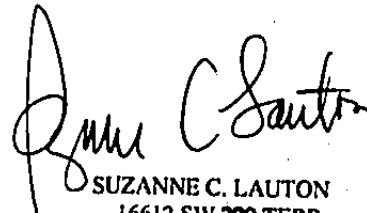
FILED
96 JUL 11 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE OF INCORPORATION
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

VERY TRULY YOURS,


SUZANNE C. LAUTON
16612 SW 299 TERR.
HOMESTEAD, FLORIDA 33033

W96-14075



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1996

SUZANNE C. LAUTON
16612 SW 299TH TERRACE
HOMESTEAD, FL 33033

SUBJECT: RED ROCK ENTERPRISES, INC.
Ref. Number: W96000014075

We have received your document for RED ROCK ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.


If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00032879

ARTICLE OF INCORPORATION
OF
~~RED ROCK ENTERPRISES, INC.~~
DBA
SANTA FE SOUTH, INC. 
16612 SW 299 TERR.
HOMESTEAD, FLORIDA 33033

FILED
JUL 11 PM 12:07
CLERK OF DISTRICT COURT
HOMESTEAD, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS: 16612 SW 299 TERR., HOMESTEAD, FLORIDA 33033.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 16612 SW 299 TERR., HOMESTEAD, FLORIDA 33033 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: SUZANNE C. LAUTON.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS:

SUZANNE C. LAUTON 16612 SW 299 TERR. HOMESTEAD, FLORIDA 33033	PRESIDENT
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DEBRA R. ANTONIOUS 16612 SW 299 TERR. HOMESTEAD, FLORIDA 33033	VICE-PRESIDENT
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DEBRA R. ANTONIOUS 16612 SW 299 TERR. HOMESTEAD, FLORIDA 33033	SECRETARY/TREASURER
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ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS:

SUZANNE C. LAUTON
16612 SW 299 TERR.
HOMESTEAD, FLORIDA 33033

ARTICLE IX

THE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETING OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 28 DAY OF JUNE, 1996 AT MIAMI,
COUNTY OF DADE, STATE OF FLORIDA.

James Carter
John Smith
John Smith

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission OC421748
Expires Nov. 30, 1998
Bonded by NFNU
800-884-8888

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE
STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

James C. Sauter
Debra J. Sauter

Debra J. Sauter

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 28 OF JUNE, 1996.

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA

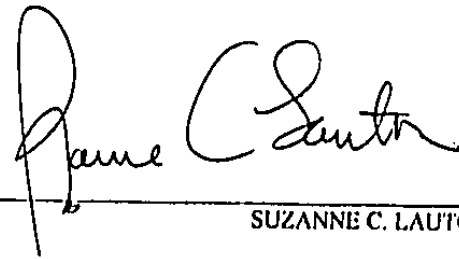


WARREN HART
My Commission OC481746
Expires Nov. 20, 1998
Bonded by NFNU
888-434-6888

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
95 JUL 11 PM 12:07
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED AGENT AND AGREE TO ACT IN THE CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SUZANNE C. LAUTON