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July 3, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001886304
-07/08/96--01057--001
***122.50 ***122.50

Re: SUPER NUMERATION, INC.

Dear Sir/Madam:

Enclosed please find duly executed Articles of Incorporation for the above referenced matter, to be filed with the Department of State, together with this firm's check in the amount of \$122.50, representing filing fees. Upon filing, please return a certified copy to me in the enclosed self-addressed stamped envelope.

If you should have any questions, please do not hesitate to contact my office.

Sincerely,


JEFFREY M. HERMAN
For the Firm

JMH/ko

Enclosures

cc: Maurice Kassal

jmh\51086\aos, ltr

FILED
96 JUL 22 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JUL 22 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 10, 1996

JEFFREY M. HERMAN, ESQUIRE
P.O. DRAWER 7028
FT LAUDERDALE, FL 33338-7028

SUBJECT: SUPER NUMERATION, INC.
Ref. Number: W96000014403

We have received your document for SUPER NUMERATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE PRINCIPAL OFFICE ADDRESS LISTED IN THE ARTICLES OF INCORPORATION MUST BE CONSISTENT 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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00033574

**ARTICLES OF INCORPORATION
OF
SUPER NUMERATION, INC.**

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96 JUL 22 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SUPER NUMERATION, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

(c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 1,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws

shall make provision for some lesser percentage of shares (but not less than 33 1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

c/o Fleming, O'Bryan & Fleming, P.A.
500 East Broward Blvd., 17th Floor
Fort Lauderdale, FL 33394-3071

The name and address of the initial registered agent of this corporation is:

Jeffrey M. Herman, Esquire
500 East Broward Blvd., 17th Floor
Fort Lauderdale, FL 33394-3071

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida

ARTICLE VI

The principal place of business of this corporation is:

c/o Fleming, O'Bryan & Fleming, P.A.
500 East Broward Blvd., 17th Floor
Fort Lauderdale, FL 33394-3071

ARTICLE VII

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VII

The name(s) and address(es) of the member(s) of the first Board of Directors is as follows:

Maurice Kassal
953 Banyan Drive
Delray Beach, FL 33444

ARTICLE VIII

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are: President/Secretary/Treasurer: Maurice Kassal

ARTICLE IX

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Jeffrey M. Herman, Esquire
500 East Broward Blvd., 17th Floor
Fort Lauderdale, FL 33394-3071

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to vote on any such amendment, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 15 day of July, 1996.



JEFFREY M. HERMAN

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 15 day of July, 1996, by JEFFREY M. HERMAN, the Subscriber to the said Articles of Incorporation.

My Commission Expires:




KELLY D. HALL, Notary Public, State of Florida
MY COMMISSION # 00461191 EXPIRES
March 14, 1999
BONDED THRU TROY FARM INSURANCE, INC.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48,091, Florida Statutes, relative to keeping open said office.


JEFFREY M. HERMAN

jmh\51086\articles

FILED
96 JUL 22 AM 11:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA