

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

Robert M. McClaskey, Jr., CPA
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Lucy F. Gutierrez, CIA

A Partnership of
Professional Associations

P96000063452

June 18, 1996

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

Re: Cornell Associates, Inc.

Dear Sir:

Enclosed please find an original and copy of the Articles of
Incorporation along with a check for \$131.25 for the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	\$ 52.50
Certificate:	<u>\$ 8.75</u>

Total: \$131.25

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****131.25 ****131.25

RECEIVED
DIVISION OF CORPORATIONS
JUN 30 PM 9:06

Also enclosed is a stamped self-addressed envelope for your
convenience in returning the same to our office.

Thank you.

Very truly yours,

McCLASKEY & FARR

Mary L. Gorordo

Mary L. Gorordo,
Secretary to Neal E. Farr, Esquire

Enc.

W96-14367

McClaskey & Farr

Attorneys and Counselors
at Law

July 26, 1996

Robert M. McClaskey, Jr., CPA
Neil E. Farr, LL.M.

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

1550 Madruga Avenue
Suite 120
Coral Gables, Florida 33146

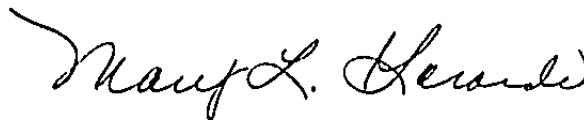
Re: Cornell Holdings, Inc.

Dear Sir:

Enclosed please find a copy of the cover letter which you sent us along with returning previous documents sent to you. Above is the new name for filing along with the new Articles.

Thank you.

Very truly yours,



Mary L. Gorordo

Enc.

Area Code 305
661-1600
Key West
283-0160

Fax
284-0104

Paralegal
Lucy E. Gutierrez, C.I.A.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 10, 1996

MARY L. GORORDO
MCCLASKEY & FARR
1550 MADRUGA AVE., STE. 120
CORAL GABLES, FL 33146

SUBJECT: CORNELL ASSOCIATES, INC.
Ref. Number: W96000014367

We have received your document for CORNELL ASSOCIATES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 496A00033504

**ARTICLES OF INCORPORATION
of
CORNELL HOLDINGS, INC.**

RECEIVED
STATE OF FLORIDA
JAN 18 1966
TALLAHASSEE

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **CORNELL HOLDINGS, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 8930 S.W. 192 Drive, Miami, FL 33157.

ARTICLE V

The street address of the initial registered office of the corporation is 8930 S.W. 192 Drive, Miami, FL 33157 and the initial registered agent of the corporation at that address is John Jacobs.

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his successor(s) is/are elected and qualified is:

DIRECTOR	ADDRESS
JOHN JACOBS	8930 S.W. 192 Drive Miami, Florida 33157

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The name and address of the person signing these Articles is:

**JOHN JACOBS
8930 S.W. 192 Drive, Miami, FL 33157**

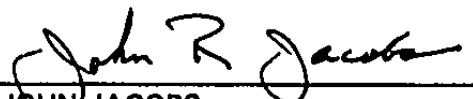
ARTICLE X

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 and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The Initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 26th day of July, 1996.


JOHN JACOBS

STATE OF FLORIDA
S.S.
COUNTY OF DADE

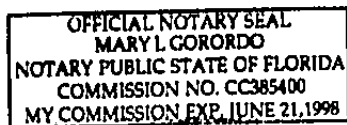
BEFORE ME, the undersigned authority, personally appeared JOHN JACOBS to me known to be the person who subscribed to the foregoing Articles of Incorporation of CORNELL HOLDINGS, INC. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 26 day of July, 1996.


NOTARY PUBLIC

S E A L

My Commission Expires:

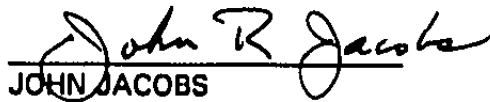


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND
REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION


JOHN JACOBS desiring to organize under the laws of the State of Florida, hereby designates John Jacobs as its registered agent and 8930 S.W. 192 Drive, Miami, Florida 33157 as its registered office.


JOHN JACOBS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 8:06

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


JOHN JACOBS
8930 S.W. 192 Drive
Miami, FL 33157

\\WP51\CORP\CORNELL.ART

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 8:06