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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
MITCHELL T. McRAE, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 8, 1996

Florida Department of State
Attention: Ms. Kimberly Rolfe, Document Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: All Saints Enterprises, Inc., formerly St. John Enterprises, Inc.
Your Reference Number: W96000016215

Dear Ms. Rolfe:

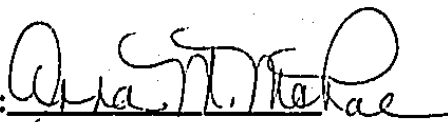
Pursuant to your letter dated August 5, 1996, a copy of which is attached hereto, enclosed for filing please find the original and one (1) copy of Articles of Incorporation for All Saints Enterprises, Inc., formerly St. John Enterprises, Inc.

We previously forwarded our check in the sum of \$122.50 to the Division of Corporations. Please file the Articles and return a certified copy to us forthwith.

Thank you.

Very truly yours,

MITCHELL T. McRAE, P.A.

By: 
Anna M. McRae

AMM:jm

Enclosure(s)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1996

MITCHELL T. MCRAE, P.A.
ONE BOCA PLACE - SUITE 405 EAST
2255 GLADES ROAD
BOCA RATON, FL 33431

SUBJECT: ST. JOHN ENTERPRISES, INC.
Ref. Number: W96000016215

We have received your document for ST. JOHN ENTERPRISES, 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 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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 096A00037164

**ARTICLES OF INCORPORATION
OF
ALL SAINTS ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rita Bobowski, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be ALL SAINTS ENTERPRISES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS**

The initial Registered Office of this corporation address shall be located at: 1047 Boca Cove Lane, Highland Beach, FL 33487, and the name of the initial Registered Agent of this corporation at said address shall be: Loretta B. Dunn. The business address of this corporation shall be: 1047 Boca Cove Lane, Highland Beach, Florida 33487.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have three (3) directors: Loretta B. Dunn, 1047 Boca Cove Lane, Highland Beach, Florida 33487; Rita Bobowski, 1047 Boca Cove Lane, Highland Beach, Florida 33487; and Joel E. Lee, 5050 Town Center Circle, Suite 239, Boca Raton, Florida 33486. The number of persons serving as directors shall never exceed ten.

ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Rita Bobowski, 1047 Boca Cove Lane, Highland Beach, Florida 33487 (President); Loretta B. Dunn, 1047 Boca Cove Lane, Highland Beach, Florida 33487 (Vice-President); Joel E. Lee, 5050 Town Center Circle, Suite 239, Boca Raton, Florida 33486 (Vice-President); and James C. Landon, 1700 South Dixie Highway #3D, Boca Raton, Florida 33432 (Secretary and Treasurer).

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Rita Bobowski, 1047 Boca Cove Lane, Highland Beach, Florida 33487.

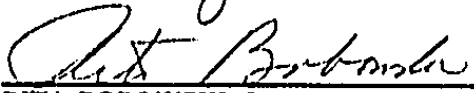
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date of filing with the Secretary of State.

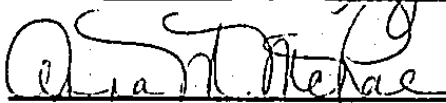
IN WITNESS WHEREOF, the undersigned incorporator, Rita Bobowski, subscribed to these Articles of Incorporation this 9th day of August, 1996.

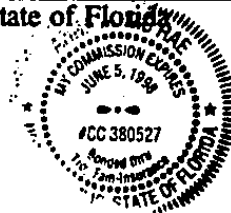

RITA BOBOWSKI, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared RITA BOBOWSKI, to me known and known to me to be the person described in and who executed the foregoing, and (s)he acknowledged before me that (s)he executed the same, () who is personally known to me, (✓) who has produced ILLINOIS I.D. as identification and who () did (✓) did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 9th day of August, 1996.


Notary Public, State of Florida



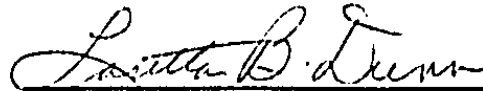
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **ALL SAINTS ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named **Loretta B. Dunn** as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Loretta B. Dunn, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA