

1311 INC.
1311 Washington Avenue
Miami Beach, FL 33139

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1311 Washington Avenue
Miami Beach, FL 33139

FILED
19 AUG 19 2:10:32
TALLAHASSEE, FLORIDA

August 15th, 1996

STATE OF FLORIDA
08/15/96 10:07:00
*****70.00 *****70.00

Division of Corporations
Secretary of State
STATE OF FLORIDA
409 E. Gaines Street
Tallahassee, Florida 32399

Re: 1311 INC.

Dear Division:

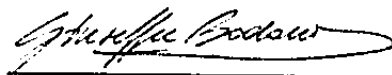
Enclosed please find the following:

1. Articles of Incorporation and Certificate, etc. for the above Corporation.
2. My check number 04-796518150 for \$70.00 payable "Secretary of State".
3. Stamped, return envelope for your use.

Please process the enclosed Articles of Incorporation and return to me (in the enclosed envelope) the enclosed copy of this letter with your date/time stamp for my records.

Thank you for your attention to this matter.

Very truly yours,


Giuseppe Bodoni

enclosures/

6/1/96
FD

ARTICLES OF INCORPORATION
OF
1311 INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit in accordance with Chapter 607 of the Florida Statutes as last amended.

ARTICLE ONE

The corporation name shall be 1311 INC.

ARTICLE TWO

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida and, in addition, this corporation shall have all of those powers enumerated in section 607.011 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

ARTICLE THREE

The total number of shares of stock that may be issued is one thousand (1,000) shares of common stock with a par value of one cent (\$.01) per share. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting held for that purpose; and cash, property, labor or services may be acquired or paid for with the capital stock of this corporation at a just valuation likewise to be fixed by the Board of Directors.

ARTICLE FOUR

The Registered Agent for this corporation shall be GIUSEPPE BODONI and the registered office of the corporation shall be located at 1311 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE FIVE

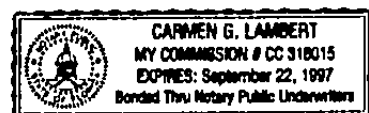
The Board of Directors shall consist of at least one (1) person and the initial Board of Directors shall consist of one (1) person. The name and address of the Incorporator as well as the Director are as follows:

GIUSEPPE BODONI
1311 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

IN WITNESS WHEREOF, I have hereunto set my hand and seal at _____, Dade County, Florida on this the 14th day of August, 1996.

Carmen G. Lambert
Notary Public

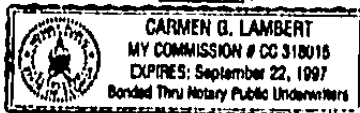
Giuseppe Bodoni
GIUSEPPE BODONI
FL/DL



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

BE IT KNOWN TO ALL PERSONS that 1311 INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 1311 Washington Avenue, Miami Beach, Florida 33139, has named Giuseppe Bodoni, 1311 Washington Avenue, Miami Beach, Florida 33139 as its agent to accept Service of Process within the State of Florida.

Dated: August 14th, 1996



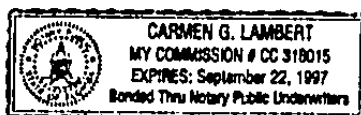
Giuseppe Bodoni
GIUSEPPE BODONI
notary Public

HAVING BEEN NAMED to accept Service of Process for 1311 INC. at the place designated in this Certificate, I hereby agree to act in such capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: August 14th, 1996

Giuseppe Bodoni
GIUSEPPE BODONI
FL/DL

notary Public



P96000069471

JUL. 1997 10:14 AM

COHEN, CHASE & HOFFMAN

NO. 739

P. 1/3

7/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:14 AM

((H97000011057 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
CONTACT: MARY W KURLANSIK
PHONE: (305) 670-0201

ACCT#: 102450002676

FAX #: (305) 670-6152

NAME: 1311 INC.

AUDIT NUMBER.....H97000011057

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

CERT. COPIES.....1

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 2:18

RECEIVED
97 JUL -7 AM 11:23
DIVISION OF CORPORATIONS

Amend

38 7/7/97

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
1311 INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 2:18

By unanimous vote of the Board of Directors of 1311 INC. (the Corporation has not yet issued any of its shares of capital stock), a Florida corporation originally incorporated on August 19, 1996, Document No. P96000069471, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003, 607.1005 and 607.1006, amend the existing Articles of Incorporation effective July 9, 1997 in the following respects:

1. ARTICLE III is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE III

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	10¢	Class A Voting Common
1,000	10¢	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

JUL. 7. 1997 10:49AM COHEN, CHASE & HOFFMAN

NO. 739 P. 3/3

H97000011057

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

The foregoing Amendment was duly approved by the Director in accordance with Florida Statutes, Sections 607.1003, 607.1005 and 607.1006 on July 3, 1997.

DATED this 3rd day of July, 1997.

1911 INC.

By:

Giuseppe Bodoni
GIUSEPPE BODONI, President

Attest:

Giuseppe Bodoni
GIUSEPPE BODONI, Secretary

ARCSECUS11INCAMEND

H97000011057