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P96000069736



PREPAID FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060632 81555A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 21, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 060632

CUSTOMER NO: 81555A

CUSTOMER: Robert E. Boutwell, Esq
BOUTWELL & CONNICK

411 East Hillsboro Boulevard

Deerfield Beach, FL 33441

500001528795
08/21/96-01002-021
***122.50 ***122.50

DOMESTIC FILING

NAME: SULEO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:32

RECEIVED
96 AUG 21 PM 2:29
DIVISION OF CORPORATION

EFFECTIVE DATE

8/19/96

ARTICLES OF INCORPORATION

OF

SULEO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:32

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SULEO, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

1770 S. Ocean Blvd.
No. 704
Pompano Beach, FL 33062

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the Bylaws, but shall never be fewer than one (1).

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HERBERT L. UMGEHER	1770 S. Ocean Blvd. No. 704 Pompano Beach, FL 33062

ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HERBERT L. UMGEHER	1770 S. Ocean Blvd. No. 704 Pompano Beach, FL 33062

ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 19 day of August, 1996.

HERBERT L. UMGEHER

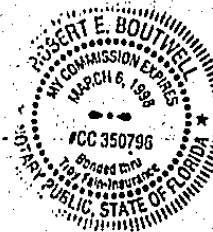
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HERBERT L. UMGEHER to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and he produced a Florida Drivers License and acknowledged before me that he signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 19 day of August, 1996.

Robert E. Boutwell
NOTARY PUBLIC



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SULEO, INC.

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a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 1770 S. Ocean Blvd. No. 704 in the City of Pompano Beach, County of Broward State of Florida, has named

HERBERT L. UMGEHER, located at:

1770 S. Ocean Blvd. No. 704, Pompano Beach, FL 33062

(Street Address & Number of Bldg., P.O.Box address not acceptable)
City of Pompano Beach, County of Broward
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
HERBERT L. UMGEHER	(P)	1770 S.Ocean Blvd. No. 704 Pompano Beach, FL 33062
" "	(S)	" "
" "	(T)	" "
" "	(V)	" "

DIRECTORS:

	SPECIFIC ADDRESS
HERBERT L. UMGEHER	1770 S. Ocean Blvd. No. 704 Pompano Beach, FL 33062

By 
(corporate officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 21 PM 3:32

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00



(Resident Agent)