

P960000-15228



PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 080492 5642A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pygott

ORDER DATE : September 10, 1996

ORDER TIME : 12:14 PM

ORDER NO. : 080492

5000011343805

CUSTOMER NO: 5642A

CUSTOMER: Ms. Patti Cote,
GOLDBERG & YOUNG, P.A.

1630 North Federal Highway

Fort Lauderdale, FL 33305

DOMESTIC FILING

NAME: SAN DOMINICO OF FLORIDA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

af 9/11/96

STATE
OF
FLORIDA
CLERK OF
COURT
JANUARY 1997

ARTICLES OF INCORPORATION
OF
SAN DOMINICO OF FLORIDA, INC.

FILED
JAN 10 1964
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is San Dominico of Florida, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1630 North Federal Highway, Fort Lauderdale, Florida 33305. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Marvin A. Kirsner, 1630 North Federal Highway, Fort Lauderdale, Florida 33305.

Article VII - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such

restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or

proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article VIII - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article IX - Registered Office

The Registered Agent and registered office of the Corporation shall be Marvin A. Kirsner, 1630 North Federal Highway, Fort Lauderdale, Florida 33305.

Article X - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of September, 1996.



Marvin A. Kirsner

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9th day of September, 1996, by Marvin A. Kirchner, who is personally known to me [or has produced _____ as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

(Title or _____ if any)
OFFICIAL NOTARY SEAL
PATRICIA A COTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC267728
MY COMMISSION EXPI. APR. 14, 1997


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

Pursuant to Chapter 48.091, Florida Statutes,
the following is submitted in compliance with
said Act.

FIRST -- That San Dominico of Florida, Inc. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation, at City of
Fort Lauderdale, County of Broward, State of Florida, has named
Marvin A. Kirsner as Registered Agent, who may be served at the
registered office located at 1630 North Federal Highway, City of
Fort Lauderdale, County of Broward, State of Florida, as its agent
to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above
stated Corporation, at place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Marvin A. Kirsner, Registered
Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-1607
(904) 244-0100
(904) 244-0101

800-342-8086

P96000075228



ACCOUNT NO. : 072100000032

REFERENCE : 114109

5642A

AUTHORIZATION :

COST LIMIT 35.00

Patricia Pijut

FILED
95 OCT -9 PM 1:51
STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 114109

CUSTOMER NO: 5642A

207001968332

CUSTOMER: Ms. Patti Cote,
Goldberg & Young, P.a.
1630 North Federal Highway

Fort Lauderdale, FL 33305

DOMESTIC AMENDMENT FILING

NAME: SAN DOMINICO OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

RECEIVED
96 OCT -9 AM 11:05
DIVISION OF CORPORATION

N. HENDRICKS OCT - 9 1996

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF SAN DOMINICO OF FLORIDA, INC.

FILED

96 OCT -9 PM 1:51

Pursuant to the provisions of Sections 617.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendment of the Articles of Incorporation was adopted by the shareholders and directors of the Corporation on September 24, 1996. The number of votes cast for the amendment was sufficient for approval.

Article I is hereby deleted in its entirety and replaced by the following:

"ARTICLE I - NAME

The name of the corporation shall be SAN DOMENICO OF FLORIDA, INC."

Dated: October 3, 1996

SAN DOMINICO OF FLORIDA, INC., a
Florida corporation

By: [Signature]

Theobald Schoenegger, President

STATE OF FLORIDA)

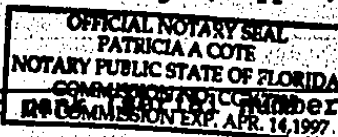
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 3rd day of October, 1996, by Theobald Schoenegger, President of San Dominico of Florida, Inc., who is personally known to me [or has produced New York drivers license as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

(Title or Notary Public number, if any)



**UNANIMOUS WRITTEN CONSENT OF THE
DIRECTORS AND SHAREHOLDERS OF
SAN DOMINICO OF FLORIDA, INC.
IN LIEU OF DIRECTORS AND SHAREHOLDERS MEETING**

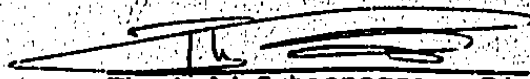
Pursuant to the authority contained in Sections 607.0021 and 607.0704 of the Florida Statutes, the undersigned being the Shareholders and Directors of San Dominico of Florida, Inc., a Florida corporation, do hereby take and adopt the following action in writing, without a meeting:

RESOLVED, that the corporation's name, "San Dominico of Florida, Inc." be changed to "San Domenico of Florida, Inc." and that said name be used by the corporation as its corporate name, subsequent to its filing in the office of the Secretary of State of the State of Florida.

This Action is adopted this 24th day of September, 1996.



Ronald E. Pecunies, Director
and Shareholder



Theobald Schoenegger, Director
and Shareholder