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WEST PALM BEACH, FL 33401

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 083263 8704A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 12, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 083263

CUSTOMER NO: 8704A

CUSTOMER: Ms. Nancy Volpi
MILLER & WOODS, P.A.

Suite 860
1400 Centrepark Boulevard
West Palm Beach, FL 33401

3000001995963
-09/12/96-01077-000
****122.50 ****122.50

DOMESTIC FILING

NAME: CLAIRCO, 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: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
STATE
SECRETARY OF
CORPORATIONS
95 SEP 12 PM 3:23

RECEIVED
DIVISION OF CORPORATIONS
96 SEP 12 PM 1:23
9/12/96

ARTICLES OF INCORPORATION
OF
ClairCo, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 PM 3:29

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is ClairCo, Inc.,

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 1000, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 580 Village Blvd.,

Suite 360, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is Robert Clair.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Robert Clair	580 Village Blvd., Suite 360, West Palm Beach, FL 33401
Vincent Castoro	580 Village Blvd., Suite 360, West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATORS

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

Robert Clair	580 Village Blvd., Suite 360, West Palm Beach, FL 33401
Vincent Castoro	580 Village Blvd., Suite 360, West Palm Beach, FL 33401

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation this 10 day of July, 1996.

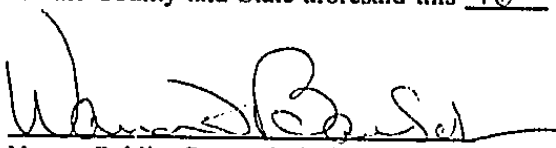

Robert Clair

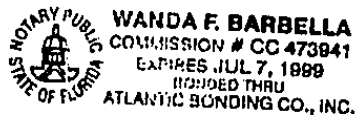

Vincent Castoro

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgments, appeared ROBERT CLAIR and
VINCENT CASTORO to me known to be the person(s) identified herein [*personally known by me*]
or [*who produced as identification in the form of personally known to me*] and who executed
the foregoing instrument and they acknowledged before me that they executed the same and who
[*did*] [*did not*] take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 16th day of
July, 1996.


Notary Public, State of Florida at Large
My Commission Expires:



Type or Print Notary Name: Wanda F. Barbella

[Notary Seal]

STATE OF FLORIDA
DEPARTMENT OF STATE

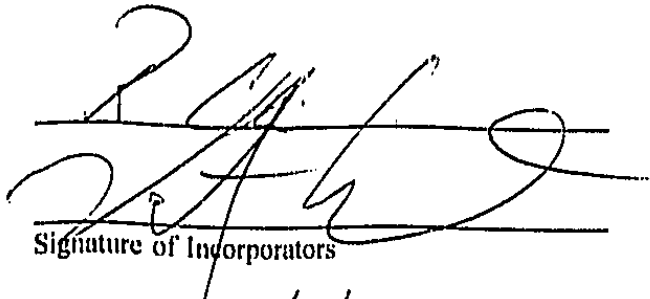
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 12 PM 3:29

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

ChairCo, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 540 VILLAGE
BLVD., SUITE 360, WEST PALM BEACH, FL 33401, HAS NAMED ROBERT CLAIR AS
REGISTERED AGENT, LOCATED AT 580 VILLAGE BLVD., SUITE 360, WEST PALM
BEACH, FL 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Signature of Incorporators

Dated: 7/16/96

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.



Signature of Registered Agent

Dated: 7/16/96

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