

P96000078834

LAW OFFICE
GEORGE F. HESS II, P.A.
RIVERWALK PLAZA • SUITE 2000
333 NORTH NEW RIVER DRIVE, EAST
FORT LAUDERDALE, FLORIDA 33301-2240

FILED

96 SEP 20 PM 1:44

SECRET
TALLAHASSEE, FLORIDA
(904) 764-2000
FAX (904) 764-8182

GEORGE F. HESS II

September 18, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: McKendall Group, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for McKendall Group, Inc. Our check in the amount of \$122.50 is enclosed to cover the cost of filing and a certified copy of the Articles of Incorporation.

I have also enclosed a self-addressed, stamped envelope for your convenience.

If you have any questions, please do not hesitate to call me.

Sincerely,



George F. Hess II

/daa

Enclosures

cc: Mr. Delvi Berger

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ARTICLES OF INCORPORATION

OF

McKENDALL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation and the principal/mailing address is:

**McKENDALL GROUP, INC.
International Building, Suite 303
2455 East Sunrise Boulevard
Fort Lauderdale, FL 33304**

ARTICLE II

The corporation may engage in any activity or business permitted under the law of the United States or of the State of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **One Hundred (100)** share of common stock, **One Dollar (\$1.00)** par value. Such shares of common stock are to consist of one class only.

ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of this corporation is: **Suite 2000, 333 North New River Drive, East, Fort Lauderdale, Florida, 33301.**

The name of the initial registered agent of this corporation, at the above address, is:
GEORGE F. HESS II.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished, from time to time by the By-laws, but shall never be less than one.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

GEORGE F. HESS II

Suite 2000
333 North New River Drive, East
Fort Lauderdale, FL 33301

ARTICLE VII

The name and address of the initial incorporator of this
corporation is:

NAME

ADDRESS

GEORGE F. HESS II

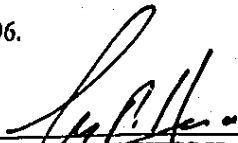
Suite 2000
333 North New River Drive, East
Fort Lauderdale, FL 33301

ARTICLE VIII

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

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 18th day of September 1996.

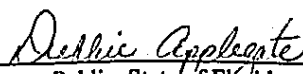


GEORGE F. HESS II, Incorporator

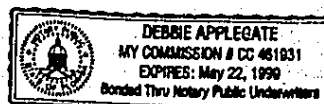
STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME personally appeared **GEORGE F. HESS II**, to me well know and known to
me to be the person described as the Incorporator in and who executed the foregoing Articles of
Incorporation, and acknowledged to and before me that he executed said instrument for the purposes
herein expressed.

WITNESS my hand and official seal this 18th day of September, 1996.



Notary Public, State of Florida
My Commission Expires:
My Commission Number is:



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

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes the
following is submitted:

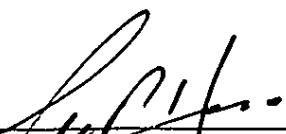
THAT McKENDALL GROUP, INC. desires to organize or qualify under the laws of the
State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida,
has named **GEORGE F. HESS II**, located at Suite 2000, 333 North New River Drive, East, Fort
Lauderdale, Florida, 33301, as its agent to accept service of process within Florida.



GEORGE F. HESS II, Director

Date: Sept 18, 1996

HAVING BEEN NAMED to accept service of process for the above-stated Corporation, at
the place designed 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.



GEORGE F. HESS II, Resident Agent
Resident Agent

Date: Sept 18, 1996