P96000079725

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-8500
FACSIMILE (407) 650-8530

September 20, 1996

VIA FEDERAL EXPRESS 258 5918 282

EFFECTIVE DATE
9-20-96

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

000001954270
-09/24/96--01036--020
****122.50 ****122.50

Re: Siemens Pembroke Pines Corp.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Siemens Pembroke Pines Corp., together with a check in the amount of $122.50. This check represents payment for the following costs:

Filing Fees	$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	$122.50

Please note especially that these Articles are effective as of the date of signing, September 20, 1996.

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned in the enclosed FedEx envelope.

Sincerely,

SHUTTS & BOWEN

Jeanne Bauer

Jeanne Bauer, CLAS
Certified Legal Assistant
to Scott G. Williams

Enclosures
cc: Mr. Richard Siemens (with enclosure)
WPB95 26891.1 - JMB

ujw 9-25-96

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120 642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206,
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2881

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5RE ENGLAND
TELEPHONE 011-4471-493-4840
FACSIMILE 011-4471-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8841
FACSIMILE (305) 381-9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

EFFECTIVE DATE
9-20-96

ARTICLES OF INCORPORATION

OF

SIEMENS PEMBROKE PINES CORP.

ARTICLE I - NAME

The name of this Corporation is Siemens Pembroke Pines Corp. Its mailing address is:

4800 North Federal Highway
Suite A200
Boca Raton, Florida 33431

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on September 20, 1996.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar ($1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Scott G. Williams, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Richard Siemens	4800 North Federal Highway Suite A200 Boca Raton, Florida 33431

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Richard Siemens, 4800 North Federal Highway, Suite A200, Boca Raton, Florida 33431.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of September, 1996.

Scott G. Williams

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 20TH DAY OF SEPTEMBER, 1996.

Scott G. Williams
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of September, 1996, by Scott G. Williams, who is personally known to me or who has produced a valid Florida driver's license as identification.

Vicki L. Solari
(Signature)

VICKI L. SOLARI
(Print Name)

NOTARY PUBLIC

(N. P. SEAL)

OFFICIAL NOTARY SEAL
VICKI L SOLARI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC550676
MY COMMISSION EXP. MAY 13,2000

WPB96 20995.1 - JMB