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HENDRICKS & HENDRICKS

ATTORNEYS AND COUNSELLORS AT LAW

310 ALHAMBRA CIRCLE

CORAL GABLES, FLORIDA 33134

(305) 445-3692

R A HENDRICKS (1868-1963)
B E HENDRICKS (1904-1978)
ROBERT A HENDRICKS

October 9, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

100001971611
-10/11/96--01042--021
*****122.50 *****122.50

Re: **ANDRE & ASSOCIATES, INC.**

Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation and the original and one copy of the Certificate of Designation Registered Agent/Registered Office in regard to the above corporation, together with our firm check payable to your order in the amount of \$122.50 representing the fees for filing, certified copy, charter tax and the registered agent.

Upon filing of the Articles, we would very much appreciate it if you would forward a certified copy of the Articles of Incorporation to this office.

Sincerely,

HENDRICKS & HENDRICKS

By: *Robert A. Hendricks*

RAH/mm

Enc.

Dmc
10/15/96

FILED
96 OCT 11 PM 1:01
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANDRE & ASSOCIATES, INC.

FILED
96 OCT 11 PM 1:01
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 is ANDRE & ASSOCIATES, INC.

ARTICLE II

The principal office and mailing address of the corporation shall be:

ANDRE & ASSOCIATES, INC.
911 Aduana Avenue
Coral Gables, FL. 33146

ARTICLE III

The general purposes for which the corporation is organized are as follows:

A. To manufacture, purchase or otherwise acquire and own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, and to invest in goods, wares, merchandise, real and personal property and services.

B. Generally to make and perform contracts of any kind

and description, and for the purposes of attaining any of the objects of the corporation, to do and perform any other acts or things, including the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The name and street address of the initial officers, incorporators and directors who shall hold office the first year of the corporation's existence or until his successor is elected is:

PAUL M. ANDRE, President
911 Aduana Avenue
Coral Gables, FL 33146

The undersigned incorporator has executed these Articles of Incorporation this 10-8-, 1996.


PAUL M. ANDRE, PRESIDENT

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 OCT 11 PM 1:01

TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ANDRE & ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

PAUL M. ANDRE
911 Aduana Avenue
Coral Gables, Florida 33146

SIGNATURE

Paul M. Andre

TITLE

President

DATE

10-8-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE

Paul M. Andre

DATE

10-8-96