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ADORNO & ZEDER, P.A.

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11:28 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: ADORNO & ZEDER, P.A.
072100000120

ACCT#:

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAX #:

NAME: HOBART GROUP, INC.

AUDIT NUMBER.....H96000014841

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION
OF
HOBART GROUP, INC.

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SEC
STATE
FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Hobart Group, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

5660 Collins Avenue
#8B
Miami Beach, Florida 33140-2425

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT


The initial registered office of this Corporation shall be at 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Richard M. Spector, Esq.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Richard M. Spector, Esq., 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 21, 1996.

Justin T. Wilson
2601 S. Bayshore Dr., Suite 1600
Miami, Florida 33133
(305) 858-5555


Richard M. Spector, Esq.,
Incorporator

H96000014841

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

H96000014841


1. The name of the Corporation is:

Hobart Group, Inc.

2. The name and address of the Registered Agent and the Registered Office is: Richard M. Spector, Esq., 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Hobart Group, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: October 21, 1996


Richard M. Spector, Esq.,
Registered Agent

62126

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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 50 TH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555

December 10, 1996

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: HOBART GROUP, INC.

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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an originally executed Statement of Change of Registered Agent and Registered Office for the above-captioned entity, along with a check in the amount of \$35 made payable to Florida Department of State to cover filing fees.

Please file the aforementioned document and provide the undersigned with proof of filing thereafter.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

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RA CL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JTM/C. LTRCOV/70241

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Hobart Group, Inc.

1b. The mailing address of the corporation is: World Trade Center, 80 S.W. 8th Street,
Suite 2052, Miami, Florida 33130

1c. Date of Incorporation: October 22, 1996 Document number: P96000087141

2. The name and address of the current registered agent and office:

Richard M. Spector, Esq.

2601 S. Bayshore Drive, Suite 1600

Miami, Florida 33131

3. The name and address of the new registered agent and office: P.O. Box Not Accepted
A Z Registered Agent Corporation

2601 S. Bayshore Dr., Suite 1600

Miami, Florida 33133

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Norman Frank
(Signature of an officer, chairman or vice chairman of the board)

Norman Frank, Vice President
(Printed or typed name and title)

12/5/96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

A Z REGISTERED AGENT CORPORATION

By: Justin T. Wilson
(Signature of Registered Agent)

Justin T. Wilson, Secretary and Treasurer

12/6/96
(Date)