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SHORENSTEIN & LEWIS
FILED

WILLIAM S. SHORENSTEIN (RET.) (288)
MARVIN W. LEWIS
RICHARD C. LEWIS

96 OCT 24 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 702 BRICKELL CENTRE
799 BRICKELL PLAZA
MIAMI, FLORIDA 33131
TELEPHONE (305) 374-1131
FAX (305) 374-6024

October 17, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-10/24/96--01057--007
***122.50 ***122.50

Re: CASCORP, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation, Resident Agent Form, and my check in the amount of \$122.50 for the above captioned new Florida corporation. Please file the Articles of Incorporation and return one certified copy to me.

Very truly yours,


RICHARD C. LEWIS

RCL/g
Enclosures

PK 10/25/96

ARTICLES OF INCORPORATION

FILED

OF

CASCORP, INC.

96 OCT 24 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I NAME

The name of the corporation is **CASCORP, INC.**

ARTICLE II DURATION

The term of existence of the corporation is perpetual.

ARTICLE III PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 900 North Federal Highway, Suite 240, Boca Raton, Florida 33432. The mailing address of the corporation is the same.

ARTICLE V AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is five thousand shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the corporation is 799 Brickell Plaza, Suite 702, Miami, Florida 33131, and the name of the initial registered agent at that address is RICHARD C. LEWIS.

ARTICLE VII INCORPORATORS

The name and address of the incorporator is:

MARVIN W. LEWIS

799 Brickell Plaza, Suite 702
Miami, FL 33131

ARTICLE VIII DIRECTORS

The initial board of directors of the corporation shall consist of two members. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the first board of directors is:

JACK LEVY

900 North Federal Highway
Suite 240
Boca Raton, Florida 33432

BILL PRIN. 2

900 North Federal Highway
Suite 240
Boca Raton, Florida 33432


ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of October, 1996.



MARVIN W. LEWIS

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

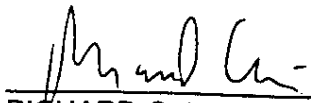
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

RICHARD C. LEWIS
799 Brickell Plaza, Suite 702
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



RICHARD C. LEWIS