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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000094944

ACCOUNT NO. : 072100000032

REFERENCE : 160521 81250A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : November 19, 1996

ORDER TIME : 2:16 PM

ORDER NO. : 160521-005

CUSTOMER NO: 81250A

300002009193--7

CUSTOMER: Howard F. Scott, Esq
HOWARD F. SCOTT, ESQUIRE

Bayshore Executive Plaza, #870
10800 Biscayne Boulevard
Miami, FL 33161

DOMESTIC FILING

NAME: DALIN INVESTMENTS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

EFFECTIVE DATE
11-15-96

RECEIVED
FILED
56 NOV 19 PM 3:33
96 NOV 19 PM 2:14
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
Dmc 11/20/96

ARTICLES OF INCORPORATION

OF

DALIN INVESTMENTS CORPORATION

FILED

96 NOV 19 PM 2:14

TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I

11-15-96

The name of this Corporation shall be Dalin Investments Corporation.

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Howard F. Scott, and the principal address and registered office address of this Corporation is 10001 W. Oakland Park Boulevard, Suite 202, Sunrise, Florida 33351.

ARTICLE V

This Corporation shall have one Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of each initial director is:

Allen Cohen
10001 W. Oakland Park Boulevard, Suite 202
Sunrise, Florida 33351

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of November 15, 1996.

ARTICLE VII

The name and street address of the incorporator is Howard F. Scott, 10800 Biscayne Blvd., Ste. 870, Miami, Florida 33161.

ARTICLE VIII

1. The initial bylaws of this Corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws which would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract,

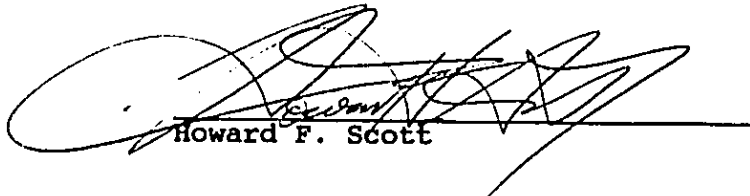
provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED, hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 15th day of November, 1996 executed these Articles of Incorporation.


Howard F. Scott

STATE OF FLORIDA)
COUNTY OF DADE) ss

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, appeared Howard F. Scott, who is personally known to me or who has produced a Florida Drivers License as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of November, 1996.

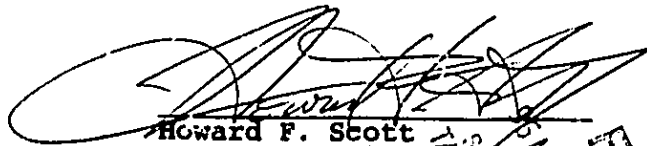
My Commission Expires:




Notary Public,
State of Florida at Large

Print Name: Beatriz VILLALBA

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand this 15th day of November, 1996.


Howard F. Scott

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) ss

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Notary Public,
State of Florida at Large

Print Name: Beatriz VILLALBA