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REPLY TO MIAMI OFFICE

December 13, 1996

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Incorporation of John Verdellis, Inc.

900002029789--2
-12/17/96--01009--008
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing please find:

1. Original and copy of the Articles of Incorporation of the above-referenced corporation;
2. A check in the sum of \$122.50, payable to the Secretary of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
Total	\$122.50

FILED
DEC 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Sincerely yours,

Thomas F. Morante

Thomas F. Morante

TFM/mas
Enclosures

DEC 17 1996 BSB

Articles of Incorporation
of
JOHN VERDELLIS, INC.

FILED
96 DEC 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is John Verdellis, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$0.01	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent is Thomas F. Morante, and the Corporation's registered office in the State of Florida is c/o Thomas F. Morante, Esq., 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, County of Dade.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

John Verdellis, Inc.
2224 Segovia Circle
Coral Gables, FL 33134

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the sole member of the Board of Directors, who is to serve as the Corporation's sole director until his successors are duly elected and qualified is:

John R.S. Verdellis
2224 Segovia Circle
Coral Gables, FL 33134

ARTICLE VII

INCORPORATOR

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of December, 1996.

Thomas F. Morante

Thomas F. Morante, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of December, 1996.

Mary Schaeffer

Notary Public

My Commission Expires:



MARY SCHAEFFER
My Commission CC623126
Expires Jan. 28, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, John Verdellis, Inc. has named Thomas F. Morante as its agent to accept service of process within this State, at the following registered office: c/o Thomas F. Morante, Esq., 777 Brickell Avenue, Suite 500, SunTrust Building, City of Miami, County of Dade, State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 13th day of December, 1996.

REGISTERED AGENT:

By: Thomas F. Morante
Thomas F. Morante

FILED
DEC 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA