

P96000102904
FLEMING, O'BRYAN & FLEMING, P.A.
500 EAST BROWARD BOULEVARD
17TH FLOOR
FORT LAUDERDALE, FLORIDA 33304-3071

DAN S. ARNOLD III
THOMAS G. AUBIN
RODD R. BUELL
PATRICIA A. BURTON
W. TODD DEMETRIADES
WILLARD D. DOVER
RONALD A. FITZGERALD
THOMAS A. GROENDYKE
JEFFREY M. HERMAN
ROBERT D. MCINTOSH

CRISTINA M. PIERSON
HARRY S. RALEIGH, JR.
PAUL R. REGENSDORF
SCOTT J. REIT
WILLIAM D. RICKER, JR.
OSCAR E. SOTO
ROBERT L. WUNKER
O. MORTON WESTON, JR.
OF COUNSEL

WM. O'BRYAN
RETIRED
JOHN W. FLEMING
RETIRED
THOMAS F. FLEMING
(1985-1988)
FOY B. FLEMING
(1921-1985)

MAILING ADDRESS
POST OFFICE DRAWER 7028
FORT LAUDERDALE, FLORIDA 33338-7028
TELEPHONE (954) 764-3000
MIAMI (305) 945-2686
WEST PALM BEACH (561) 736-2388
FAX (954) 764-3308
INTERNATIONAL FAX (305) 947-5685
E-MAIL ADDRESS: fof@fof.com

December 18, 1996

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002034078--4
-12/19/96--01082--011
****122.50 ****122.50

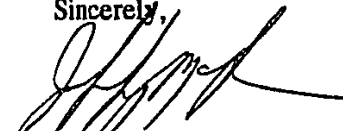
RE: SOUTH AFRICA LTD., INC.

Dear Sir/Madam:

Enclosed please find duly executed Articles of Incorporation for the above referenced matter, to be filed with the Department of State, together with this firm's check in the amount of \$122.50, representing filing fees. Please expedite the filing of these Articles and return a certified copy to me in the enclosed return Federal Express envelope.

If you should have any questions, please do not hesitate to contact my office.

Sincerely,


JEFFREY M. HERMAN
For the Firm

JMH/ko

Enclosures

DEC 23 1996

BSB

FILED
96 DEC 19 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC 19 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH AFRICA LTD., INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SOUTH AFRICA LTD., INC.

The address of the principal office of this corporation shall be 500 E. Broward Blvd., 17th Floor, Fort Lauderdale, FL 33394, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 500 East Broward Boulevard, 17th Floor, Fort Lauderdale, Florida 33394-3071, and the name of the initial registered agent of the corporation at that address is Jeffrey M. Herman, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Glenn Kassal
President/Treasurer

153 E. Palmetto Park Rd.
Boca Raton, FL 33429

Randy Kassal
Vice President/Secretary

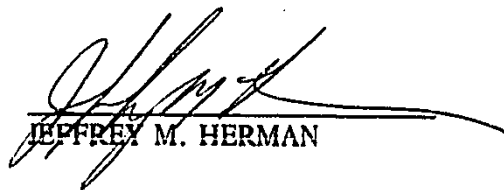
153 E. Palmetto Park Rd.
Boca Raton, FL 33429

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

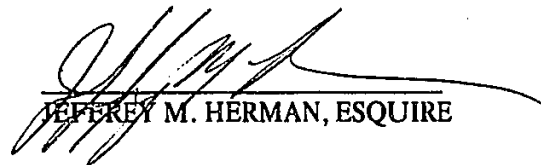
JEFFREY M. HERMAN
500 East Broward Boulevard
Seventeenth Floor
Fort Lauderdale, Florida 333394-3071

IN WITNESSES WHEREOF, the undersigned agent has hereunto set
his hand and seal on this 18 day of DECEMBER 1996.


JEFFREY M. HERMAN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

JEFFREY M. HERMAN, Esquire, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JEFFREY M. HERMAN, ESQUIRE

jmh\51259\00001\articles.inc

FILED
96 DEC 19 PM 12:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE