

P97000003972

ALLEN BOSWORTH

ATTORNEY AT LAW

507 SOUTHEAST 11TH COURT
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE
(954) 524-7744

FACSIMILE
(954) 523-1221

VIA FEDERAL EXPRESS

January 7, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

RE: Goal-Partners, Inc.
My File No.: 121-001

600002051146--9
-01/08/97--01101--004
****122.50 ****122.50

Dear Sirs:

Enclosed herewith you will find the following items:

1. The original and one copy of the Articles of Incorporation of Goal-Partners, Inc.
2. My check number 1346 in the amount of \$122.50 made payable to your order and tendered in payment of the fees to file this new corporation, file the designation and acceptance of registered agent and provide a certified copy of the Articles.

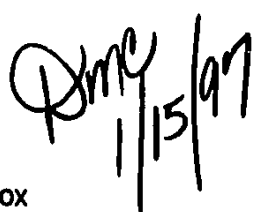
Please file this corporation and return the certified copy of the Articles to me at your earliest opportunity.

I thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or comments with regard to the foregoing, the enclosures or otherwise.

Sincerely yours,


Allen Bosworth

AB/arb
Enclosures
cc: Neil M. Cox
1211LTSS.WPD



FILED
97 JAN -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOAL-PARTNERS, INC.

FILED
97 JAN -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

GOAL-PARTNERS, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida;
2. And, in general, to do all things necessary or convenient to carry out its business or affairs or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties;
3. And, further, to buy, sell and own real and personal property, to borrow, raise and lend money for any purposes of the corporation, to encumber and mortgage all or part of the property, real and personal, corporeal or incorporeal, owned by the corporation and

to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes and other obligations and negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock having a par value of One and no/100ths (\$1.00) Dollar per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is One Hundred and no/100ths (\$100.00) Dollars.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida and its existence thereafter shall be perpetual.

ARTICLE VI

PRINCIPAL OFFICE: The corporation shall have its initial principal office, place of business and mailing address at 3361 Northwest 64th Street, Fort Lauderdale, Florida 33309-1615.

The Board of Directors may, from time to time, move the principal office, place of business and mailing address to any other address located in the State of Florida, and establish branch offices in any place within the State of Florida, as may be desirable.

ARTICLE VII

DIRECTORS: The corporation shall have one (1) Director initially. The number of

Directors may be increased or decreased from one (1) to five (5) from time to time in accordance with the Bylaws adopted by the stockholders, but shall never be less than one (1).

The name and address of the initial Director, comprising the entire Board of Directors initially, are:

Neil M. Cox
Director

3361 Northwest 64th Street
Fort Lauderdale, Florida 33309-1615

ARTICLE VIII

OFFICERS: The corporation shall have offices consisting of a President, a Secretary and a Treasurer, all of which may be occupied by the same person, as appointed from time to time by the Board of Directors.

The name and address of the initial officers are:

Neil M. Cox
President, Secretary and Treasurer

3361 Northwest 64th Street
Fort Lauderdale, Florida 33309-1615

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify every director and officer, and his heirs, executors and administrators, against expenses reasonably and actually incurred by him, as well as any amount paid upon a judgment in connection with any action, suit or proceeding, civil or criminal, to which he may be made a party by reason of his being, or having been, a director or officer of the corporation, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered

by the settlement as to which the corporation is advised by its counsel that the person to be indemnified did not commit breach of such duty. The right of indemnification contained herein shall be in addition to, and not exclusive of, such other rights of indemnification as are provided by law or to which a director or officer may otherwise be entitled.

ARTICLE X

AFFILIATED TRANSACTIONS: The corporation elects not to be governed by the provisions of F.S. §607.0901 (1995) pertaining to the approvals required for the corporation to engage in, or enter into, an "affiliated transaction" as that term is defined therein.

ARTICLE XI

INCORPORATOR AND SUBSCRIBER: The incorporator and subscriber to all of the capital shares of the corporation is:

Neil M. Cox

3361 Northwest 64th Street
Fort Lauderdale, Florida 33309-1615

ARTICLE XII

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 stockholders and approved by the stockholders by a majority of the stockholders entitled to vote thereon.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Agent for the corporation, to be its agent and to accept service of process within the State of

Florida on behalf of the corporation, is:

Allen Bosworth

The initial Registered Office for the corporation is located at:

507 Southeast 11th Court
Fort Lauderdale, Florida 33316

ACKNOWLEDGMENT

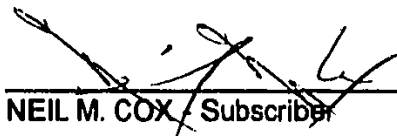
Having been named as Registered Agent to accept service of process for GOAL-PARTNERS, INC. at the place designated in Article XIII of these Articles of Incorporation, I hereby acknowledge that I am familiar with, and accept, the obligations of that position and agree to comply with the provisions of Florida law relative to keeping open the Registered Office of the corporation.



ALLEN BOSWORTH - Registered Agent

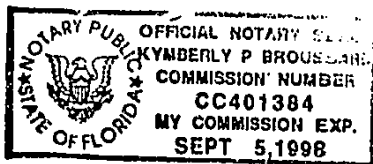
CERTIFICATE

I, the undersigned, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby execute, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set my hand and seal this 7th day of January, 1997.


NEIL M. COX - Subscriber

STATE OF FLORIDA }
 :SS
COUNTY OF BROWARD }

SWORN TO AND SUBSCRIBED before me this 7th day of January, 1997, by
NEIL M. COX, who is personally known to me or who has produced
Florida Driver's License as identification and who did take
an oath.



Kimberly P Broussard
Notary Public Signature

Notary Public Printed Name
Notary Public - State of Florida at Large
My Commission Expires: