

TRANSMITTAL LETTER
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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002060385--3
-01/16/97--01065--011
***131.25 ***131.25

SUBJECT: SAINT EIN CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

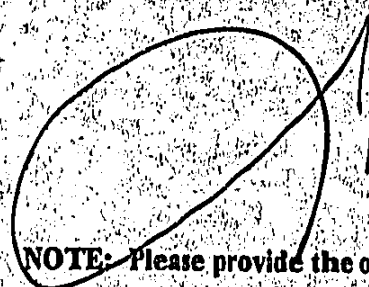
ADDITIONAL COPY REQUIRED

FROM: ERIC A. STEIN
Name (Printed or typed)
2241 QUAIL RIDGE SOUTH
Address
PALM BEACH GARDENS, FL 334
City, State & Zip
(561) 627-4955
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 16 AM 9:45

FILED


1/23

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
of
SAINT EIN CORPORATION

The undersigned incorporators, 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 shall be: Saint Ein Corporation.

ARTICLE II PRINCIPAL OFFICE

The address of the principal office and mailing address of this corporation shall be:

2241 Quail Ridge South
Palm Beach County
Palm Beach Gardens, Florida 33418

ARTICLE III SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Eric A. Stein
2241 Quail Ridge South
Palm Beach County
Palm Beach Gardens, Florida 33418

ARTICLE V INCORPORATORS

The names and street address of the incorporators of these Articles of Incorporation are:

Eric A. Stein
2241 Quail Ridge South
Palm Beach Gardens, Florida 33418

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Robert J. Stein
4664 East Galbraith Road
Cincinnati, Ohio 45236

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Eric A. Stein
2241 Quail Ridge South
Palm Beach Gardens, Florida 33418

Robert J. Stein
4664 East Galbraith Road
Cincinnati, Ohio 45236

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the state of Florida.

ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Eric A. Stein, Incorporator
2241 Quail Ridge South
Palm Beach Gardens, Florida 33418

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 SAINT EIN CORPORATION

2. The name and address of the registered agent and office is:

ERIC A. STEIN
(NAME)

2241 QUAIL RIDGE SOUTH
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

PALM BEACH GARDENS, FL 33418
(CITY/STATE/ZIP)

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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 of 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.

Eric A. Stein
(SIGNATURE)

1/14/97
(DATE)