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ACCOUNT NO. : 072100000032

REFERENCE : 232683 93686A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pzyto

FILED
97 JAN 23 AM 9:07
SECRET
TALLAHASSEE, FLORIDA

ORDER DATE : January 22, 1997

ORDER TIME : 5:48 PM

ORDER NO. : 232683-005

CUSTOMER NO: 93686A

900002065889--5

CUSTOMER: Jonathan P. Kross, Esq
JONATHAN P. KROSS, ESQ

P. O. Drawer 2130

Boca Raton, FL 33427

DOMESTIC FILING

NAME: SBS ASSOCIATES, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 JAN 23 AM 10:46
DIVISION OF CORPORATION

KR
1-24-97

ARTICLES OF INCORPORATION
OF
SBS ASSOCIATES, INC.

97 JAN 23 AM 9:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

SBS ASSOCIATES, INC.

The address of the principal office of this corporation shall be 301 Crawford Boulevard, Suite 200, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 30,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

David A. Sammons
Dir.

301 Crawford Boulevard, Suite 200
Boca Raton, Florida 33432

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 22, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

LRD/das

FILED
97 JAN 23 AM 9:07
TALLAHASSEE, FLORIDA