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ONE EXECUTIVE COURT
2295 CORPORATE BOULEVARD, N. W.
SUITE 134

BOCA RATON, FLORIDA 33431

January 30, 1997

TELEPHONE
(561) 241-5500
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(561) 241-5509

MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
LANDLORD-TENANT LAW
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002074881--9
-01/31/97--01047--014
****122.50 ****122.50

Re: Incorporation of AEGIS PROPERTY & HOLDINGS, INC.

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$122.50 which represents the filing fee as follows:

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

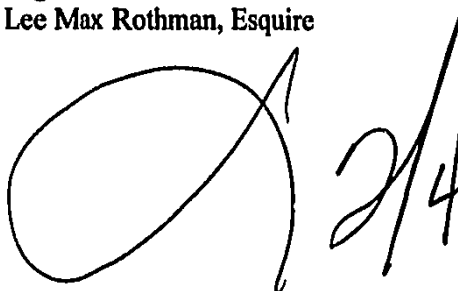
Please return the certified copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,



Katherine A. Brewer, CLA
Legal Assistant to
Lee Max Rothman, Esquire

Enclosure
cc: client



FILED
97 JAN 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
AEGIS PROPERTIES & HOLDINGS, INC.**

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 this corporation is AEGIS PROPERTIES & HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

2801 Terramar Street; Suite 109
Ft. Lauderdale, FL 33304

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

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97 JAN 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation are:

Eric Y. Poirier
124 E. St. Cloud Lane
Boca Raton, FL 33431

Robert Poirier
21625 Sutters Lane
Boca Raton, FL 33428

Donald Thomas Krkowski
9201 Mahogany Drive
Boynton Beach, FL 33436

ARTICLE VIII - INCORPORATOR

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

Eric Y. Poirier
124 E. St. Cloud Lane
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

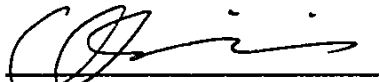
ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30 day of January, 1997.


Eric Y. Poirier

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That AEGIS PROPERTIES & HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

AEGIS PROPERTIES & HOLDINGS, INC.

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

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman
2295 Corporate Boulevard, N.W., Suite
Boca Raton, FL 33431

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

Having been named 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.

Dated: January 30, 1997.


LEE MAX ROTHMAN
Registered Agent