

HICKEY & JONES PAR PM 1: 21,

1401 BRICKELL AVENUE SUITE 500 MIAMI, FLORIDA 33131-3504 TALLAHASUEE, FLORIDA TELEPHONE (305) 371-8000 TELECOPIER (305) 371-3542

February 5, 1997

Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314

Filing Of New Corporation Re:

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles Of Incorporation for MONUMENT HOLDINGS, INC. a Certificate Of Designation Of Registered Agent/Registered Office and a check for one hundred thirty-one dollars and twenty-five cents (\$131.25). Also included is a FedEx Airbill for returning the appropriate documents to this office.

Thank you for your time and cooperation in this matter.

Sincerely,

Dy R Jus

Gary R. Jones

GRJ/cmb **Enclosures**

1/1/97

ARTICLES OF INCORPORATION

OF

FILED

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TÄLLÄMASULLA SLATE

MONUMENT HOLDINGS, INC.

ARTICLE I- NAME

The name of the corporation is MONUMENT HOLDINGS, INC. (hereinafter called the "Corporation") whose principal address is:

1401 Brickell Avenue Suite 500 Miami, Florida 33131

ARTICLE II- PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, no par value.

ARTICLE IV- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1401 Brickell Avenue, Suite 500, Miami, Florida 33131; and the name of the initial registered agent of this Corporation is Gary R. Jones, 1401 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE V- INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

David Maroon 1120 Melinda Lane Monument, Colorado 80132

ARTICLE VI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is David Maroon, 1120 Melinda Lane, Monument, Colorado 80132.

David Maroon, Incorporator

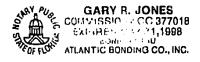
STATE OF COLARADO)
):SS
COUNTY OF Dade)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David Maroon, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4 day of 5, 1997.

Notary Public, State of Colorado at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION 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 MONUMENT HOLDINGS, INC.
- 2. The name and address of the registered agent and office is:

Gary R. Jones 1401 Brickell Avenue Suite 500 Miami, Florida 33131

Signature (Corporate officer)

Title (Premiers)

Date 2/4/97

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.

Signature Dy R. Jus.

Date 2/4/97