

P970000/4522

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ATTORNEYS AT LAW

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* NJ BAR
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TALLAHASSEE, FL 32302
(904) 681-3813
TELECOPIER: (904) 222-1732

January 30, 1997

REPLY TO:

NJ

Florida Secretary of State
Bureau of Commercial Incorporation Services
P.O. Box 6327
Tallahassee, FL 32314

800002077008--9
-02/04/97-01109-012
***122.50 ***122.50

Re: U-Candu Corporation

Dear Sir/Madam:

Pursuant to my recent conversation with a representative of your office, I am enclosing an original and one copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the amount of \$122.50 to cover the fees for incorporation and for obtaining a certified copy of the Articles of Incorporation.

Please return the certified copy in the self-addressed, stamped envelope provided. Should you have any questions or comments, please call me at (201)934-9800.

Thank you for your attention to this matter.

Sincerely,

Timothy J. Foley
Timothy J. Foley

Encl.
JD101.024

Dmc
2/14/97

574

FILED
97 FEB 13 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEWIS & MCKENNA
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February 11, 1997

NEW JERSEY OFFICE
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REPLY TO:

NJ

Ms. Doris McDuffie
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: U-Candu Corporation

Dear Ms. McDuffie:

Enclosed are an original and one copy of the revised documents with respect to the above corporation, pursuant to your correspondence dated February 5, 1997, a copy of which is also enclosed.

Thank you.

Sincerely,


Timothy J. Foley

Encl.

JD101.054



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

TIMOTHY J. FOLEY, ESQUIRE
LEWIS & MCKENNA
82 EAST ALLENDALE ROAD
SADDLE RIVER, NJ 07458

SUBJECT: U-CANDU CORPORATION
Ref. Number: W97000002889

We have received your document for U-CANDU CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document must include an original signature of the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00006087

Postmarked _____
R 2/10/97

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CERTIFICATE OF INCORPORATION

OF

U-CANDU CORPORATION

FILED

97 FEB 18 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that there is hereby organized a corporation under and by virtue of Chapter 607 of the "Florida General Corporation Act" in the State of Florida.

Article 1

The name of the corporation is U-CANDU CORPORATION.

Article 2

The corporation's principal place of business, mailing address, and initial registered office is 2200 Andrews Avenue, Pompano Beach, Florida 33069. The name of the registered agent for the corporation is Jena DiDonato.

Article 3

The purpose for which this corporation is organized is to engage in any activity within the purpose for which corporations may be organized under the "Florida General Corporation Act," Chapter 607 of the Florida Statutes.

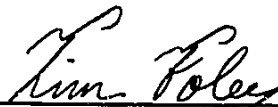
Article 4

The aggregate number of shares that the corporation shall have authority to issue is 300 without par value.

Article 5

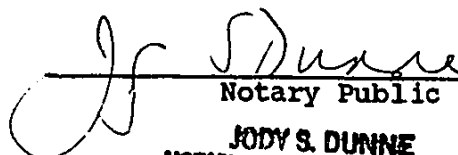
The name and address of the incorporator is Timothy J. Foley, Lewis & McKenna, 82 East Allendale Road, Saddle River, NJ 07458.

IN WITNESS WHEREOF, the incorporator being over eighteen years of age, has signed this certificate on this 30th day of January, 1997.



Timothy J. Foley

I hereby declare that Timothy J. Foley, being known to me executed the foregoing Certificate of Incorporation as his own act and deed



Notary Public
JODY S. DUNNE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 12/14/2000

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Chapter 607, Section 0505
CANDU CORPORATION hereby designates Jena DiDonato as
registered agent, and the undersigned hereby accepts the
appointment as registered agent for that corporation. The
undersigned is familiar with and accepts the obligations of that
position as set out in Chapter 607, Section 0505 of the Florida
Statutes.


Jena DiDonato

JD101.021