

LAW OFFICES

KLEINFELD & ASSOCIATES, P.A.

SUNTRUST INTERNATIONAL CENTER - SUITE 1940

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE: (305) 892-1000

FACSIMILE: (305) 358-6541

GENEVA

ICC BUILDING

20 ROUTE DE FRESCHES

P. O. BOX 50

1215 GENEVA 15

TELEPHONE: 412 206-5079

FACSIMILE: 412 279-3399

LONDON

LECONFIELD HOUSE

7TH FLOOR, CURZON STREET

LONDON, ENGLAND W1Y 7FB

TELEPHONE: 01 8090

FACSIMILE: 01 771 65 2304

PLEASE REPLY TO:
MIAMI OFFICE

197050014859

Via FedEx

100002044151--4
-01/03/97--01035--013
****122.50 ****122.50

December 31, 1996

Division of Corporations
Dept. of State
State of Florida
The Capitol
Tallahassee, FL 32304

Re: Incorporation of Old Points, Inc.

Dear Sirs,

Enclosed herewith please find our firm check in the amount of \$122.50 for the incorporation and filing of the articles of Old Points, Inc. The check comprises the fee for filing the charter and certification of the articles. Two originals and one copy of the articles are enclosed. Please certify an original and date-stamp the copy of the articles and return them to us in the franked envelope which we have enclosed for your convenience. Should you have any questions or concerns please contact us. Thank you for your attention.

Very truly yours,
Kleinfeld & Associates, P.A.

Sergio A. Pagliery
SERGIO A. PAGLIERI
For the Firm

Atchs.: as denoted above

2/17
[Signature]

P.O. 634
Res 076
San-6/2
44A-442

97 FEB 13 AM 9:06
FEB 13
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 8, 1997

KLEINFELD & ASSOCIATES, P.A.
% SERGIO A. PAGLIERY
ONE S.E. THIRD AVE. SUITE 1940
MIAMI, FL 33131

SUBJECT: OLD POINTS, INC.
Ref. Number: W97000000442

We have received your document for OLD POINTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 997A00000884

ARTICLES OF INCORPORATION OF

ALL POINTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is ALL POINTS, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value to be determined by the Board of Directors.

ARTICLE FIVE
PRINCIPAL OFFICE

The principal office of the corporation shall initially be 2353 S.W. 70 Terrace, Davie, Florida 33317.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

FILED
97 FEB 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The street address of the initial registered office of the corporation is One S.E. Third Avenue, Suite 1940, Miami, Florida 33131. The name of its initial registered agent at such address is SERGIO A. PAGLIERY.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

ROBERT C. JENSEN

5979 N.W. 151 STREET
SUITE 208
MIAMI LAKES, FL 33014

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

SERGIO A. PAGLIERY

One S.E. Third Avenue
Suite 1940
Miami, Fl 33131

Executed by the undersigned at Miami, Florida, on this 4th day of February, 1997.


SERGIO A. PAGLIERY

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 4th day of February, 1997, by SERGIO A. PAGLIERY, who is personally known to me and who did take an oath.

My Commission expires:


NOTARY PUBLIC




K E FOSTER
My Commission CC478536
Expires Jul. 06, 1999
Bonded by HAI
800-422-1655

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

ALL POINTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
LOCATED IN THE CITY OF DAVIE, COUNTY OF BROWARD, STATE OF FLORIDA,
HAS NAMED SERGIO A. PAGLIERY, LOCATED AT One S.E. Third Avenue, Suite
1940, CITY OF MIAMI, STATE OF FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


SERGIO A. PAGLIERY
Registered Agent

Date: February 4, 1997

FILED
97 FEB 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA