

450 North Park Road
Suite # 710
Hollywood, FL 33021

February 14, 1997

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

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-02/21/97--01107--004
****122.50 ****122.50

Dear Sirs:

Attached is payment in the amount of \$122.50 covering the corporation fee. Pursuant to my telephone conversation with your department I should be receiving the corporation certificate in approximately five to ten business days from the date you receive this letter.

Sincerely,

John F. Belzer

John F. Belzer

RECEIVED
FLORIDA
CORPORATION
COMMISSIONER
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**ARTICLES OF INCORPORATION
OF
ST. LUCIE ENTERPRISES, INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLE I.
CORPORATE NAME**

The name of the corporation shall be:

ST. LUCIE ENTERPRISES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall be:

**450 NORTH PARK ROAD
SUITE 710
HOLLYWOOD, FL 33021**

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

JOHN F. BELZER
450 NORTH PARK ROAD
SUITE 710
HOLLYWOOD, FL 33021

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name	Address
JOHN F. BELZER	450 NORTH PARK ROAD SUITE 710 HOLLYWOOD, FL 33021

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

ARTICLE XII.
INCORPORATOR

The name and post office address of the Incorporator executing these articles of Incorporation is as follows:

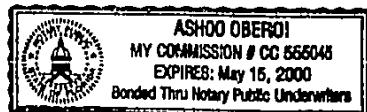
JOHN F. BELZER
450 NORTH PARK ROAD
SUITE 710
HOLLYWOOD, FL 33021

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

STATE OF FLORIDA)
COUNTY OF *Palm Beach*

Before me this 3 Day of Feb 1997 personally appeared who: [] is personally known to me and has produced proper identification and who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he/she executed said Articles of Incorporation.

Ashoo Oberoi



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Registered Agent

John F. Belzer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA