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April 2, 1997

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II

CRAIG S. BARNETT

GARY N. GERSON

ELAINE JOHNSON JAMES

JEFFREY S. KAHN

DOMENICK R. LIOCE

NATHAN E. NASON

MARK A. PACHMAN

GREGORY L. SCOTT

JOHN WHITE II

THOMAS J. YEAGER

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: SB Capital Group, Inc.
File No. 4000/11005

Dear Sir or Madam:

Enclosed herewith for filing is the original Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the "Secretary of State" in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 52.50
Certified Copy	35.00
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

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Should you have any questions regarding the filing of this document, please do not hesitate to contact me directly at (561) 471-3520.

Very truly yours,

NASON, YEAGER, GERSON, WHITE & LIOCE,
P.A.

Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 12:39

ARTICLES OF INCORPORATION

OF

SB CAPITAL GROUP, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 12:39

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

SB Capital Group, Inc.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

7900 Glades Road, Suite 400
Boca Raton, Florida 33434

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200

West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Gary N. Gerson

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation is:

Name

Street Address

Shawn A. Friedkin

7900 Glades Road, Suite 400
Boca Raton, Florida 33434

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 26th day of March, 1997.



Gary N. Gerson, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SB Capital Group, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Registered Agent

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