

P97000040883

LAW OFFICES
JEROME L. TEPPS, P.A.
3411 POWERLINE ROAD SUITE 701
FORT LAUDERDALE, FLORIDA 33309
TELEPHONE (305) 565 3231
TELECOPIER (305) 565 7978

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 9:49

FEDERAL COURT TRIAL BAR
CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

April 30, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

400002167004--3
-05/06/97--01038--020
****122.00 ****122.00

Re: Warsowe Capital II Corp.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check # 28522 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

JLT/ps
Enclosures: as noted

D. BROWN MAY - 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 9:49

ARTICLES OF INCORPORATION OF
WARSOWE CAPITAL II CORP.

ARTICLE I

NAME

The name of the corporation is WARSOWE CAPITAL II CORP.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V
CORPORATE OFFICE

The address of the corporate office is 2787 East Oakland Park Blvd., Suite 411, Fort Lauderdale, Florida 33306 or as otherwise reflected in the annual report.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 and the name of the initial Registered Agent of this corporation at that address is Jerome L. Teppes.

ARTICLE VII
INITIAL BOARD OF DIRECTOR/INCORPORATOR

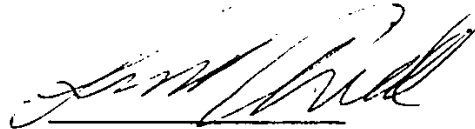
The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LEONARD ANSILL	2787 East Oakland Park Blvd. Fort Lauderdale, Florida 33306

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of April, 1997.


LEONARD ANSILL

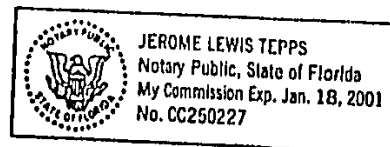
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEONARD ANSILL known to me and known by me or who produced Florida Driver's license as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 25 day of April, 1997.


Notary Public/State of Florida

my commission expires:



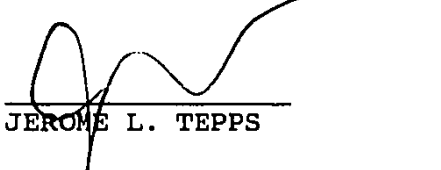
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

WARSOWE CAPITAL II CORP. desires to organize under the Laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation at 3411 Powerline Road, Suite
701, Fort Lauderdale, Florida 33309 and has named Jerome L.
Tepps located at 3411 Powerline Road, Suite 701, Fort Lauderdale,
Florida 33309 as its Agent to accept service of process within
this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


JEROME L. TEPPS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 9:49