

MAY.20.1997 11:52AM

COHEN, CHASE & HOFFMAN

NO.878

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FLORIDA DIVISION OF CORPORATIONS  
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((H97000008273 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.  
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NAME: S.B.P. SERVICES, INC.

AUDIT NUMBER.....H97000008273

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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RM 51201917

ARTICLES OF INCORPORATION  
OF

S.B.P. SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is S.B.P. SERVICES, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100,000	\$0.01	Class A Voting Common
100,000	\$0.01	Class B Non-Voting Common

This instrument prepared by:  
Fredric A. Hoffman, Esquire  
Florida Bar No. 206083  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156

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The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE V - OFFICERS

The initial officers of the corporation shall be:

President .....	David P. Banks
Secretary .....	David P. Banks
Treasurer .....	David P. Banks

#### ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 1211 South Military Trail Deerfield Beach, Florida 33442-7632. The corporation's mailing address shall, initially, be the same.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Fredric A. Hoffman	9400 S. Dadeland Blvd, Suite 600 Miami, Florida 33156

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This 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. The initial director of this corporation is:

DirectorAddress

David P. Banks

1211 South Military Trail  
Deerfield Beach, Florida 33442ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NameAddress

Fredric A. Hoffman

9400 S. Dadeland Blvd, Suite 600  
Miami, Florida 33156ARTICLE X - INDEMNIFICATION

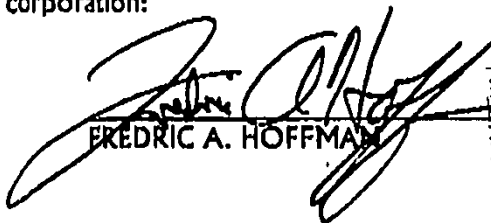
This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of May, 1997.

Incorporator:

  
FREDRIC A. HOFFMAN

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

  
FREDRIC A. HOFFMAN

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