

1997000054540

RICHARD H. HUNT & ASSOCIATES

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

2801 PONCE DE LEON BOULEVARD
NINTH FLOOR
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 461-4050
TELEFAX: (305) 669-9671

RICHARD H. HUNT
ROBERT S. WILLIAMS

ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

SENIOR COUNSEL
GEORGE J. BAYA
(1900-1995)

June 9, 1997

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

500002210005--E
-06/12/97--01028--007
*****122.50 *****122.50

Re: Florida - International Investment Corporation
and Deep Six of Dade County, Inc.

Dear Sir or Madam:

500002216865--7
-06/12/97--01028--008
*****52.50 *****8.75

Enclosed please find corrected documents relating to the above referenced corporations in response to your letter dated April 30, 1997 (copy enclosed for your reference). Please process the enclosed documents based on our letter dated April 18, 1997, also enclosed.

Enclosed are two checks made payable to the Department of State in the total amount of \$175.00 to cover the following costs:

Deep Six of Dade County, Inc.:

Articles of Amendment	\$ 35.00
Certificate of Status	8.75

Florida - International Investment Corporation:

Articles of Incorporation	70.00
Certified Copy of Articles of Incorporation	52.50
Certificate of Status	8.75

TOTAL

\$175.00

If you should have any further questions or comments, please feel free to contact me directly.

FILED
97 JUN 12 PM 4:00
TALLAHASSEE, FLORIDA

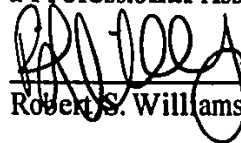
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W97-13864

Department of State
June 9, 1997
Page 2

Thank you for your anticipated help in this matter.

Very truly yours,

RICHARD H. HUNT & ASSOCIATES
a Professional Association



Robert S. Williams

RSW/
Enclosures
cc: File # 000.01

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1997

RICHARD H. HUNT & ASSOCIATES
2801 PONCE DE LEON BLVD.
NINTH FLOOR
CORAL GABLES, FL 33134

SUBJECT: FLORIDA-INTERNATIONAL INVESTMENT CORPORATION
Ref. Number: W97000013864

We have received your document for FLORIDA-INTERNATIONAL INVESTMENT CORPORATION 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 497A00031763

Robert Williams
(305) 461-4051

RICHARD H. HUNT & ASSOCIATES

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ATTORNEYS AT LAW

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ROBERT S. WILLIAMS

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TELEFAX: (305) 589-9871

SENIOR COUNSEL
GEORGE J. BAYA
(1900-1998)

ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

June 19, 1997

VIA FEDERAL EXPRESS Tracking No.: 2859636754

Ms. Brenda Baker, Corporate Specialist
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Florida - International Investment Corporation and
Deep Six of Dade County, Inc.**

Dear Brenda:

Pursuant to our conversations, enclosed please find the original (2 copies) Articles of Incorporation for Florida - International Investment Corporation as well as a copy of all of my previous correspondence with the Department.

Please make sure that the original Florida - International Investment Corporation's name change to Deep Six of Dade County, Inc. is processed contemporaneously with the incorporation of the new Florida - International Investment Corporation so that the name is not lost to another entity. Please review the copies of the enclosed previous correspondence from this office for further instructions.

I would like to thank you for your help with this matter, it is greatly appreciated. As you know, if you have any further questions or comments, please do not hesitate to give me a call. It has been a sincere pleasure working with you.

Very truly yours,

RICHARD H. HUNT & ASSOCIATES
a Professional Association


Robert S. Williams

RSW/
Enclosures
cc: File # 000.17

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FILED

97 JUN 12 PM 4:00

ARTICLES OF INCORPORATION

TALLAHASSEE, FLORIDA

OF

FLORIDA-INTERNATIONAL INVESTMENT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Florida-International Investment Corporation.

ARTICLE II - PURPOSE

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

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

Florida-International Investment Corporation
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, 9th Floor
Coral Gables, Florida 33134

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name

of the registered agent at that office, are as follows:

Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, 9th Floor
Coral Gables, Florida 33134

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, 9th Floor
Coral Gables, Florida 33134

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Richard H. Hunt, Jr.	c/o Richard H. Hunt & Associates, P.A. 2801 Ponce De Leon Boulevard, 9th Floor Coral Gables, Florida 33134

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

Richard Hunt, Jr.

Richard H. Hunt, Jr.
Incorporator
Florida-International Investment
Corporation

) SS:

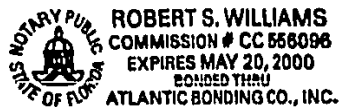
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD H. HUNT, JR.**, known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of April, 1997.

Notary Public, State of
Florida at Large

My Commission expires:

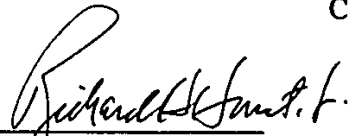


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Florida International Investment Corporation.
2. The name and address of the registered agent and office is:

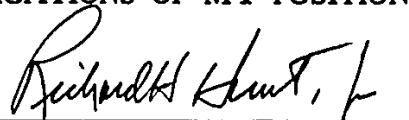
Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, 9th Floor
Coral Gables, Florida 33134



Richard H. Hunt, Jr.
Incorporator of:
Florida International Investment Corporation

Date: April 18 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Richard H. Hunt, Jr.
Registered Agent
Florida - International Investment
Corporation

Date: April 18, 1997