



THE UNITED STATES
CORPORATION
COMPANY

P97000068792

ACCOUNT NO. : 072100000032

REFERENCE : 489707 5017100

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizant

ORDER DATE : August 7, 1997

ORDER TIME : 2:23 PM

ORDER NO. : 489707-005

CUSTOMER NO: 5017100

CUSTOMER: Al R. Lopez, Jr., Esq
LOPEZ & KELLY, P.A.

100002261161--9

Suite 500
4600 West Cypress Street
Tampa, FL 33607

DOMESTIC FILING

NAME: SYAR LIVED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
97 AUG -7 PM 4:10
FILED
97 AUG -7 AM 8:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
Dmg 8/8

ARTICLES OF INCORPORATION
OF
SYAR LIVED, INC.

FILED
97 AUG -7 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of this Corporation is SYAR LIVED, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 4600 West Cypress Street, Suite 500, Tampa, Florida 33607.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
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 pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named AL R. LOPEZ, JR., ESQUIRE, as its agent to accept service of process within this State.

Section 2. 4600 W. CYPRESS STREET, SUITE 500, TAMPA, FLORIDA, 33607, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR., ESQUIRE, is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporator is:

Al R. Lopez, Jr., Esquire
4600 West Cypress Street, Suite 500
Tampa, Florida 33607

Article VIII
Board of Directors

Section 1. This Corporation initially shall have one Director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his successor is elected and qualified is:

Al R. Lopez, Jr.

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

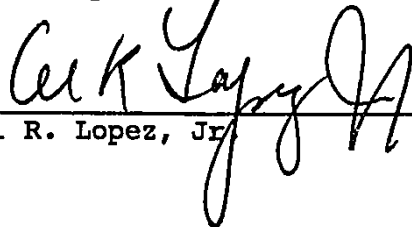
Shares of the capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Al R. Lopez, Jr. 100 shares.

Shares held by the initial Shareholder listed above and all subsequent shareholders may not be resold or otherwise transferred (other than to a revocable trust created by a Shareholder) or encumbered without the consent of the other Shareholders and unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further

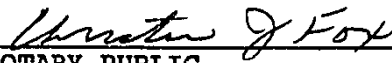
specified in, or as directed by, the Bylaws of this Corporation or by written agreement of this Corporation and its Shareholders.

IN WITNESS WHEREOF, the ^d above-named Incorporator has subscribed his name this 22nd day of July, 1997.


Al R. Lopez, Jr.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by Al R. Lopez, Jr., who is personally known to me, this 22nd day of July, 1997.


NOTARY PUBLIC

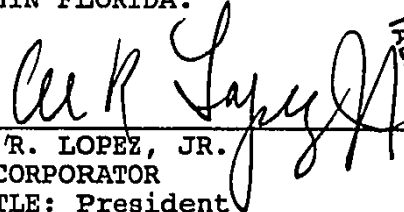


CHRISTIE J. FOX
My Comm Exp. 10/25/97
Bonded By Service Ins
No. CC458932
[1] Personally Known

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

IN COMPLIANCE WITH SECTION 48.091 and SECTION 607.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

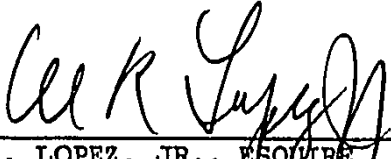
FIRST--THAT SYAR LIVED, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED
AL R. LOPEZ, JR., ESQUIRE, LOCATED AT LOPEZ & KELLY, 4600 WEST
CYPRESS STREET, SUITE 500, TAMPA, FL 33607, AS ITS REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


AL R. LOPEZ, JR.
INCORPORATOR
TITLE: President

DATE: 7-22-97

FILED
97 AUG - 7 AM 8:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF REGISTERED
AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT THE
OBLIGATION OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ALL MATTERS.


AL R. LOPEZ, JR., ESQUIRE
Registered Agent

DATE: 7-22-97