

P 970000 70575



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496974 10575A

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : August 14, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 496974-005

CUSTOMER NO: 10575A

400002267324--4

CUSTOMER: Scott M. Colton, Esq
CROMWELL PFAFFENBERGER
DAHLMEIR BARNER ETAL
Suite 410
631 U.S. Highway One
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: S & R COLTON ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 AUG 14 PM 1:56
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 PM 12:17

SN AUG 14 1997

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ARTICLES OF INCORPORATION
OF

S & R COLTON ENTERPRISES, INC.

FILED

97 AUG 14 PM 1:56

SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons, being competent to contract, hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be S & R COLTON ENTERPRISES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, and the mailing address of this corporation is: 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, and the name of the initial registered agent of this Corporation at such address is Scott M. Colton.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

SCOTT M. COLTON

631 U.S. Highway One, Suite 410
North Palm Beach, FL 33408

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder 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 share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

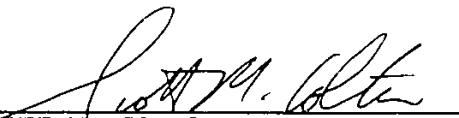
SCOTT M. COLTON

631 U.S. Highway One, Suite 410
North Palm Beach, FL 33408

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of August, 1997.


SCOTT M. COLTON
Incorporator

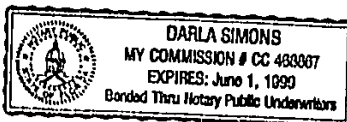
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared SCOTT M. COLTON, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of August, 1997.


Notary Public, State of Florida at Large
Darla Simons
Print Name

My commission No.:
My commission Expires:



**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 §48.091, Florida Statutes, the following is submitted:

1. That S & R Colton Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of North Palm Beach, County of Palm Beach, State of Florida, has named Scott M. Colton, located at 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, as its Registered Agent to accept service of process within Florida.

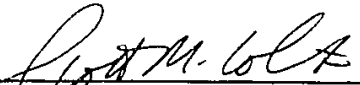
By: 

SCOTT M. COLTON

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 13th day of August, 1997.


SCOTT M. COLTON
Registered Agent

FILED
97 AUG 14 PM 1:56
TALLAHASSEE
FLORIDA