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LAW OFFICES
SHARON S. JONES
3226 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

SHARON S. JONES
MEMBER OF FLORIDA & WISCONSIN BARS

TELEPHONE (305) 441-9030
TELEFAX (305) 446-6362

September 30, 1997

Via Fedex

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/01/97--01065--005
*****78.75 *****78.75

Re: Incorporation of Y Z Ventures, Inc.

To Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced entity.

Also, enclosed is a check payable to the Florida Department of State for the following:

\$35.00 filing fee for Articles of Incorporation
\$35.00 filing fee for Designation of Registered Agent
\$ 8.75 fee for Certificate of Status

Please provide us with a letter of acknowledgement and certificate of status.

Thank you.

Sincerely,


Elizabeth Lopez
Legal Assistant

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enclosures

yz/art.1tr

FILED
97 OCT -1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedeau OCT - 2 1997

FILED
97 OCT -1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Y Z VENTURES, INC.

ARTICLE I

Name

The name, address and phone number of the corporation is:

Y Z Ventures, Inc.
c/o 3226 Ponce De Leon Boulevard
Coral Gables, Florida 33134
(305) 441-9030

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

Purposes

This corporation is organized for the following purposes:

To transact any and all lawful legal business.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 1000 shares of common stock, at \$100.00 par value per share.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having a value in the judgment of the Board of Directors of the corporation at least equal to the full value of the stock so to be issued.

ARTICLE V.

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 3226 Ponce De Leon Blvd, Coral Gables, Florida, 33134.

The name of the initial registered agent of this corporation, at that address is:

SHARON S. JONES

ARTICLE VI

Initial Board of Directors

This corporation shall have two (1) director initially. The number of directors may either be increased or decreased, from time to time, in accordance with the By-Laws, but there shall never be fewer than one (1) director.

The name and address of the initial director of this corporation is:

GALE S. CRAWFORD
c/o 3226 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VII

Incorporator

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

SHARON S. JONES
3226 Ponce De Leon Blvd
Coral Gables, Fl 33134

ARTICLE VIII

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of September, 1997.

SHARON S. JONES, Subscriber

STATE OF FLORIDA))
COUNTY OF DADE) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared, SHARON S. JONES, known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged that she executed said Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Coral Gables, Dade County, Florida this 30th day of September, 1997.



KENNETH B SCHURR
My Commission CC495934
Expires Sep. 17, 1999

~~Notary Public, State of Florida~~
~~at Large~~

My Commission Expires:

CERTIFICATE DESIGNATING INITIAL REGISTERED OFFICE OF
CORPORATION AND NAMING INITIAL REGISTERED AGENT AND
RESIDENT AGENT UPON WHOM SERVICE OF PROCESS MAY BE HAD
WITHIN THIS STATE.

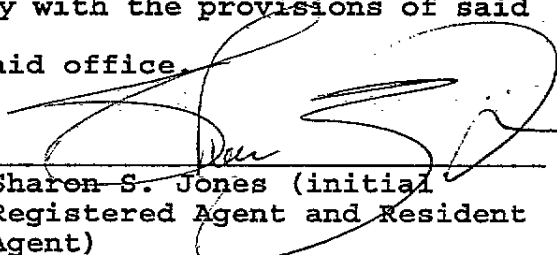
In pursuance of Chapters 48.091 and 607.034, Florida statutes,
the following is submitted in compliance therewith:

First -- That Y Z Ventures, Inc., desiring to organize under
the laws of the State of Florida, has designating the street
address of the initial registered office of this corporation as
being 3226 Ponce De Leon Blvd, Coral Gables, Dade County, Florida,
and the name of the initial registered agent and resident agent of
this corporation at that address is SHARON S. JONES.

ACKNOWLEDGMENT: (must be signed by designated registered agent and
resident agent)

Having been named as initial registered agent and resident
agent for the above stated corporation, at the initial registered
office of the corporation designated above, I hereby accept to act
in this capacity, and agree to comply with the provisions of said
acts and relative to keeping open said office.

By:


Sharon S. Jones (initial
Registered Agent and Resident
Agent)

FILED
97 OCT - 1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA