

7970000 84607

9/30/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:26 PM

((H97000016232 5))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: A-ROO COMPANY OF FLORIDA, IN.
AUDIT NUMBER.....H97000016232
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES.....5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:01:49

FILED
97 SEP 30 PM 4:00
TALLAHASSEE, FLORIDA

OCT 1 1997

H970000 16232

ARTICLES OF INCORPORATION
OF

A-ROO COMPANY OF FLORIDA, INC.

The undersigned Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, hereby submits these Articles of Incorporation to the Florida Department of State for filing.

ARTICLE I
NAME

The name of the Corporation is: A-ROO Company of Florida, Inc.

ARTICLE II
PURPOSES

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
AUTHORIZED SHARES

The total authorized shares of the Corporation is one thousand (1,000) shares of voting Common Stock, one dollar (\$1.00) par value per share.

ARTICLE IV
DIRECTORS

The initial Board of Directors shall consist of the following persons, who shall serve until the first annual meeting of Shareholders or until their successors duly elected and qualified:

Scott R. Gilbert

The Board of Directors of the Corporation shall consist of one (1) member. The number of Directors shall consist of at least one (1) member and not more than seven (7) members, and may be increased or decreased from time to time by amendment to these Articles of Incorporation or as provided in the By-Laws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation.

ARTICLE V
BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or

Garry B. Schwartz, Esq.
201 Alhambra Circle
Oral Gables, FL 33134
(305) 446-3033
Fla. Bar #380776

-1-

H970000 16232

FILED
97 SEP 30 PM 4:00
TALLAHASSEE, FLORIDA

HA7000016232

change by action of the Shareholders, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VI CONFLICTS IN INTEREST

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation at the time it is authorized by the Board, committee or shareholders.

The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Shareholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a Director of the Corporation, if the Board of Directors decides that such loan or assistance may benefit the Corporation and the approval otherwise complies with applicable law.

ARTICLE VII PREEMPTIVE RIGHTS

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

ARTICLE VIII INITIAL PRINCIPAL OFFICE and MAILING ADDRESS

The initial principal office and the mailing address of the Corporation, are:

201 Alhambra Circle, Suite #801
Coral Gables, Florida 33134

HA7000016232

4970000 16232

ARTICLE IX
INITIAL REGISTERED AGENT and ADDRESS

The name and office address of the initial resident are:

Garry B. Schwartz
201 Alhambra Circle
Suite #801
Coral Gables, Florida 33134

ARTICLE X
INCORPORATOR

The name and address of the incorporator are as follows:

Garry B. Schwartz
201 Alhambra Circle
Suite #801
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned Incorporator of the above-named Corporation has signed these Articles of Incorporation on the 30th day of September, 1997.


Garry B. Schwartz

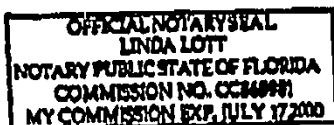
STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME personally appeared Garry B. Schwartz, known to me to be the person described as "Incorporator" in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to same. WITNESS my hand and official seal this 30 day of September, 1997


Notary Public

Print name: LINDA LOTT

My Commission expires:



4970000 16232

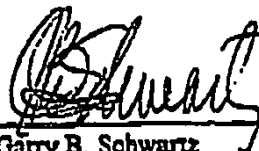
1197000016232

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

FILED
97 SEP 30 PM 4:01
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that A-ROO Company of Florida, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Coral Gables, State of Florida, has named Garry B. Schwartz, located at 201 Alhambra Circles, Suite 801, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.



Garry B. Schwartz
Title: Incorporator

Date: September 29 1997

Having been named to accept service of process for the said A-ROO Company of Florida, Inc. 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.



Garry B. Schwartz
Title: Registered Agent

Date: September 30 1997