



PRS INTERNATIONAL

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October 6, 1997

DIVISION OF CORPORATIONS
409 Gaines Street
Tallahassee, FL 32399

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-10/09/97--01073--010
****122.50 ****122.50

Re: FLORIDA COMPANY FOR INCORPORATION

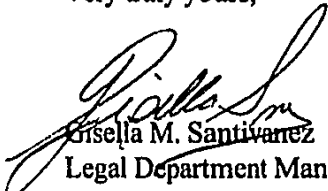
Dear Sirs:

Enclosed please find original Articles of Incorporation and a check for \$122.50 to file a company in the name of Adams & Björnson, Inc.

Please send us the original Certificate of Incorporation as well as the Articles of Incorporation filed with The Secretary of State in the attached UPS prepaid envelope.

Thank you for your prompt attention to this matter.

Very truly yours,


Gisella M. Santivanez
Legal Department Manager

\GMS

Encl.

Dmc
10/8/97

FILED
97 OCT -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADAMS & BJÖRNSON, INC.

FILED

97 OCT -8 PM 2:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **Adams & Björnson, Inc.**, and its mailing address is 701 Brickell Avenue, Suite 850, Miami, Florida 33131.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- (a) To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- (b) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- (c) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLES V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 850, Miami, Florida 33131 and the name of its initial registered agent of this Corporation at that address is John S. Sullivan, III.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

<u>Name</u>	<u>Address</u>
Antonio Balsells	701 Brickell Avenue Suite 850 Miami, FL 33131-2851

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLES XI

POWERS

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLES XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer employee or agent may be entitled as a matter of law or which he may be lawfully granted.

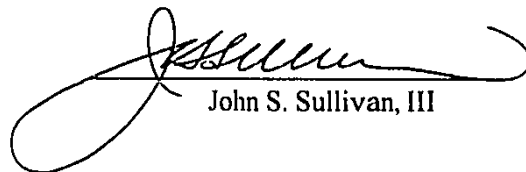
ARTICLE XIV

INCORPORATOR

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

John S. Sullivan, III
701 Brickell Avenue
Suite 850
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th. day of October, 1997.



John S. Sullivan, III

ACKNOWLEDGMENT

STATE OF FLORIDA)) SS
COUNTY OF DADE)

On this 6th. day of October, 1997, before me, the undersigned Notary Public of the State of Florida, personally appeared John S. Sullivan, III, and whose name is subscribed to the within instrument, and he acknowledged that he executed it.

WITNESS my hand and official seal.

Gisella Santivanez

 NOTARY PUBLIC STATE OF FLORIDA

An official notary seal for Gisella Santivanez, a Notary Public for the State of Florida. The seal is rectangular with a double border. Inside, on the left, is a circular emblem featuring the Florida state seal. To the right of the emblem, the text reads: "OFFICIAL NOTARY SEAL", "GISELLA SANTIVANEZ", "COMMISSION NUMBER", "CC587952", "MY COMMISSION EXPIRES", and "SEPT 24, 2000".

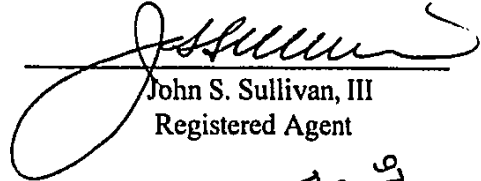
(Notary Public name and Stamp)

✓ Personally known to me, or
Produced ID #: _____

✓ Did take an oath, or
 Did not take an oath

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Adams & Bjornson, Inc. at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


John S. Sullivan, III
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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