

P97000102723

Sunstate Research
Requestor's Name

Address

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SECRETARY OF STATE
DIVISION OF CORPORATION
97 DEC -5 PM 3:47

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SRA/CCD, Inc
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 000002362010--7
-12/03/97--01048--009
*****78.75 *****78.75

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 DEC -3 AM 11:08
DIVISION OF CORPORATION

12/5

W97-27029
K. Rolfe DEC 03 1997

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1997

SUNSTATE RESEARCH

, 222-6100

SUBJECT: SRA/CCD, INC.
Ref. Number: W97000027029

File 1st

We have received your document for SRA/CCD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 497A00057199

Sharon Tala
Bebbi

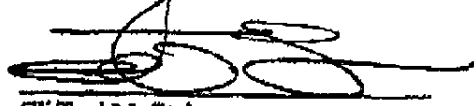
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AFFIDAVIT

BEFORE ME the undersigned authority appeared CLIFFORD M. STEIN,
Managing Member of SRA/CCD L.L.C., a Florida limited liability company (the "Company"),
and states that the Company hereby agrees that the Company will not revoke its Articles of
Dissolution and consents to the use of the name by SRA/CCD, Inc., a Florida corporation to-be-
formed.

IN WITNESS WHEREOF, this Affidavit was executed on the 5th day of
December, 1997.

SRA/CCD L.L.C.

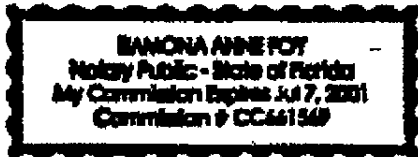


Clifford M. Stein
Managing Member

Sworn and subscribed to before me this 5th day of December, 1997. Personally known or
provided a drivers license as identification.


Notary Public

(Seal)



ARTICLES OF INCORPORATION
OF
SRA/CCD, INC.

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be SRA/CCD, Inc. The initial mailing address of the Corporation shall be 5345 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

K. Lawrence Gragg
White & Case
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be K. Lawrence Gragg.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII
Initial Board of Directors

The name and street address of the sole member of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until his successors are elected and have qualified, is as follows:

Clifford M. Stein
5345 Pine Tree Drive
Miami Beach, Florida 33140

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the

shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this ____ day of September, 1997.


By: 
K. Lawrence Gragg

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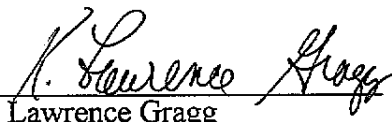
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

SRA/CCD, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

By: 
K. Lawrence Gragg
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
K. Lawrence Gragg
Registered Agent