

P97000106345



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 641127 4337904

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : December 18, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 641127-005

600002376576--5

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: SUNBEAM HOLDING CORP.

EFFECTIVE DATE
12-15-97

FILED
97 DEC 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

RECEIVED
97 DEC 18 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 12/18/97

ARTICLES OF INCORPORATION
OF
SUNBEAM HOLDING CORP.

FILED
97 DEC 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is Sunbeam Holding Corp.

ARTICLE II
Duration

EFFECTIVE DATE
12-15-97

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 15th day of December, 1997.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1401 - 79th Street Causeway, Miami, Florida 33141, and the name of the initial registered agent of this corporation at that address is: Roger Metcalf.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are: Edmund N. Ansin, 1401 - 79 Street Causeway, Miami, Florida 33141 and Robert W. Leider, 1401 - 79 Street Causeway, Miami, Florida 33141.

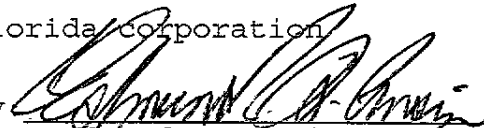
ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Edmund N. Ansin, as President, on behalf of Sunbeam Television Corporation, 1401 - 79 Street Causeway, Miami, Florida 33141.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of December, 1997.

SUNBEAM TELEVISION CORPORATION, a
Florida corporation

By



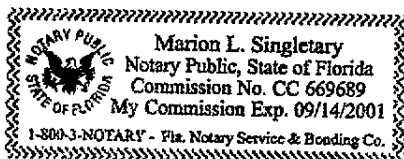
Edmund N. Ansin, President

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by EDMUND N. ANSIN, as President of Sunbeam Television Corporation, who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida
at Large

MARION L. SINGLETARY

Type/Print/or Stamp Name of Notary

My Commission Expires:

FILED

97 DEC 18 PM 1:55


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

Sunbeam Holding Corp.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that Sunbeam Holding Corp., desiring to organize under the laws of the State of Florida with its principal office at: 1401 - 79 Street Causeway, Miami, Florida 33141, has named Roger Metcalf, located at 1401 - 79 Street Causeway, Miami, Florida 33141, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ROGER METCALF

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