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MICHAEL DUBINER

MARK WILENSKY

December 29, 1997

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: **Samantha Russell, Limited, Inc.**

300002391963--9  
-01/07/98-01011--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

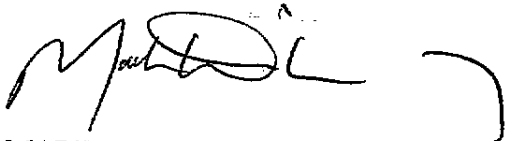
Ladies and Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for Samantha Russell, Limited, Inc., Certificate of Designation of Registered Agent/Registered Office, and the filing fee of \$70.00. Please file the Articles and provide proof of same.

Thank you for your attention to this matter.

Very truly yours,

DUBINER & WILENSKY, P.A.



MARK WILENSKY

MW/rap

Enclosure

FILED  
98 JAN -7 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RICHARD GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT LTD - SPELLED OUT  
DATE 1-9-98  
DOC. EXAM QW

QW 1-9-98

FILED

98 JAN - 7 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SAMANTHA RUSSELL, LIMITED, INC.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SAMANTHA RUSSELL, LIMITED, INC.

The address of the principal office of this corporation shall be 8118 Banyan Boulevard, Loxahatchee, Florida 33470, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this

corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8118 Banyan Boulevard, Loxahatchee, Florida 33470, and the name of the initial registered agent of the corporation at that address is F.E. Russell, Sr.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

F.E. Russell, Sr.                      8118 Banyan Boulevard  
Dir.                                      Loxahatchee, Florida 33470

Lillian E. Russell                      8118 Banyan Boulevard  
Dir.                                      Loxahatchee, Florida 33470

Grace L. Greene                      8118 Banyan Boulevard  
Dir.                                      Loxahatchee, Florida 33470

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

F.E. Russell, Sr.                      8118 Banyan Boulevard  
President                                      Loxahatchee, Florida 33470

Lillian E. Russell                      8118 Banyan Boulevard  
Vice President/Secretary                      Loxahatchee, Florida 33470

Grace L. Greene                      8118 Banyan Boulevard  
Treasurer                                      Loxahatchee, Florida 33470

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Dubiner & Wilensky, P.A.  
515 North Flagler Drive  
Suite 325  
West Palm Beach, FL 33401-4349

IN WITNESS WHEREOF, the undersigned agent of Dubiner & Wilensky, P.A. has hereunto set their hand and seal of Goldstein & Wilensky, P.A., on December 31, 1997.

DUBINER & WILENSKY, P.A.

By: Mark Wilensky, agent  
Its Agent, Mark Wilensky

ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
SAMANTHA RUSSELL, LIMITED, INC.

Dubiner & Wilensky, P.A., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

F.E. Russell, Sr.

Dated: December 31, 1997

DUBINER & WILENSKY, P.A.

By:

Mark Wilensky we agent  
Its Agent, Mark Wilensky

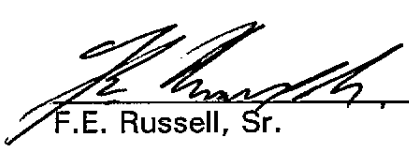
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SAMANTHA RUSSELL, LIMITED, INC.
2. The name and address of the registered agent and office is:

F.E. Russell, Sr.  
8118 Banyan Boulevard  
Loxahatchee, FL 33470

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
F.E. Russell, Sr.

FILED  
98 JAN -7 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA