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ACCOUNT NO. : 072100000032

REFERENCE : 676292 160429A

AUTHORIZATION : Patricia Pujato

COST LIMIT : \$ 70.00

ORDER DATE : January 21, 1998

ORDER TIME : 11:18 AM

ORDER NO. : 676292-010

CUSTOMER NO: 160429A

CUSTOMER: George P. Maffei, Esq
MAFFEI AND MAFFEI, P.A.

Suite 4r
633 Southeast Third Avenue
Fort Lauderdale, FL 33301

000002407260--5

DOMESTIC FILING

NAME: LION AND LAMB HOLDINGS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

gn 1/21/98

RECEIVED
98 JAN 21 PM 1:14
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 2:09

ARTICLES OF INCORPORATION
OF
LION AND LAMB HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 2:10

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LION AND LAMB HOLDINGS, INC.

The principal place of business of this corporation shall be P.O. BOX 343463, Florida City, Florida 33034.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Maffei & Maffei, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request

of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLES IX. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

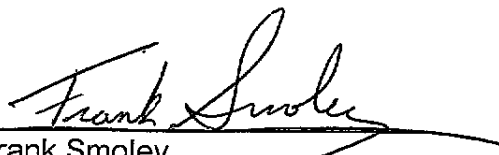
Frank Smoley
P.O. BOX 343463
Florida City, FL 33034

ARTICLE X. SUBSCRIBER

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

Frank Smoley
P.O. Box 343463
Florida City, FL 33034

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 30 day of JANUARY, 1998.


Frank Smoley

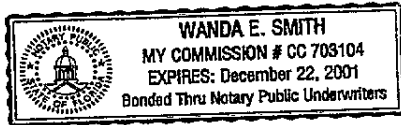
STATE OF FLORIDA

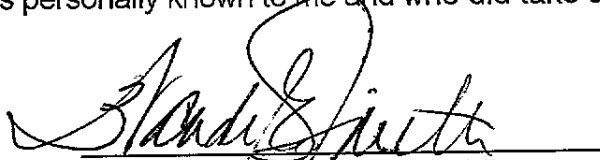
COUNTY OF BROWARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


98 JAN 21 PM 2:10

The foregoing instrument was acknowledged before me this 20 day of JAN 1998 by FRANK SMOLEY who is personally known to me and who did take an oath.




Wanda E. Smith, Notary Public

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

By  Pres.
Maffei & Maffei, P.A.