

LAW OFFICES
KEVIN M. LYONS
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 568-2454
FACSIMILE (954) 563-2546

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February 3, 1998

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Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SARATOGA DEVELOPMENT CORP.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the captioned corporation, together with a check in the sum of \$122.50, payable to the order of the Secretary Of State representing:

Filing fee	\$35.00
Registered Agent designation	35.00
Certified copy of Articles	<u>52.50</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,



KEVIN M. LYONS
KML:fb

Enclosures

D. BROWN FEB - 6 1998

ARTICLES OF INCORPORATION
OF
SARATOGA DEVELOPMENT CORP.

ARTICLE I

The name of this corporation is Saratoga Development Corp.

ARTICLE II

This corporation shall exist perpetually, commencing on the date of the filing of these Articles.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the principal office of this corporation is c/o Fox, 6260 N.E. 19th Avenue, Fort Lauderdale, Florida 33308.

ARTICLE VI

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Alan B. Fox

6260 N.E. 19th Avenue
Ft. Lauderdale, FL 33308

ARTICLE VII

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

NAME

ADDRESS

Alan B. Fox

6260 N.E. 19th Avenue
Ft. Lauderdale, FL 33308

ARTICLE VIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

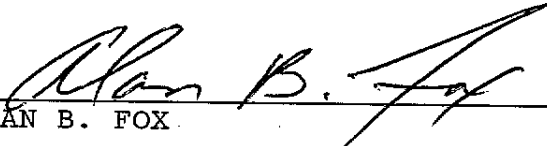
ARTICLE VIII

The initial street address of the Corporation's registered office is 6260 N.E. 19th Avenue, Ft. Lauderdale Florida 33308. The initial registered agent for the Corporation at that address is Alan B. Fox.

ARTICLE VIII

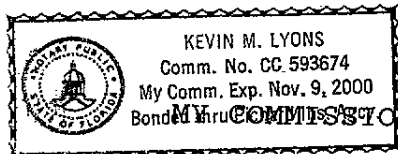
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of February, 1998.


ALAN B. FOX

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of February, 1998, by ALAN B. FOX, Subscriber.

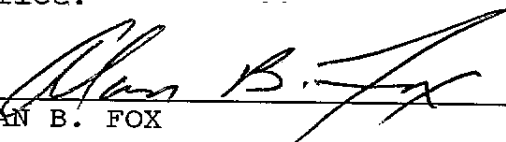



NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

ACKNOWLEDGEMENT BY REGISTERED AGENT

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


ALAN B. FOX