

P98000017454

JERROLD KNEE, P. A.
ATTORNEY AT LAW
1720 HARRISON STREET
HOLLYWOOD, FLORIDA 33020-6879

JERROLD KNEE

February 19, 1998

TELEPHONE (954) 927-4243
MIAMI TELEPHONE 945-6161
TELEFAX (954) 923-5235

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: ARSA INVESTMENTS CORPORATION

000002437860-1196
-02/23/98--01088-0196
****122.50 ****122.50

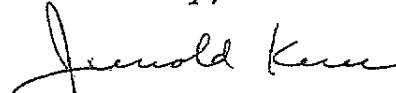
Gentlemen:

Enclosed please find the following in connection with the above captioned corporation:

1. Two originals of Articles of Incorporation;
2. Certificate Designating Registered Agent;
3. Check in the amount of \$122.50;
4. Self-addressed envelope.

Please return a certified copy of the Articles to this

Sincerely,


JERROLD KNEE

JK/jb
Enc.

c:\wp51\doc\corp\secstate.ltr

FILED
98 FEB 23 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN FEB 24 1998

**ARTICLES OF INCORPORATION
OF
ARSA INVESTMENTS CORPORATION.**

ARTICLE I - NAME

The Name of this corporation is:

ARSA INVESTMENTS CORPORATION.

ARTICLE II - MAILING ADDRESS

The initial mailing address of this corporation is 950 S. Dixie Highway, Hollywood, Florida, 33020.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 950 S. Dixie Highway, Hollywood, FL 33020

The name of the initial registered agent of this corporation at that address is Samuel Shapiro.

FILED
98 FEB 23 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTOR

The names and addresses of the initial director of the corporation is: Samuel Shapiro, 950 S. Dixie Highway, Hollywood, FL 33020.

ARTICLE VII - PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any or all lawful business. This corporation shall have all of the powers enumerated for corporations under the laws of the State of Florida.

ARTICLE VIII - NAME OF INCORPORATOR

The name and address of the person signing these Articles of Incorporation as subscriber/incorporator is Samuel Shapiro, 950 S. Dixie Highway, Hollywood, FL 33020.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of February, 1998.

Samuel Shapiro

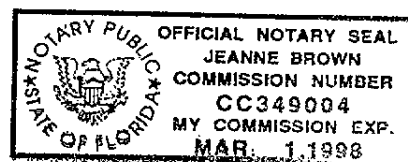
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19 day of February, 1998, by Samuel Shapiro, who () is personally known to me or (X) has produced a Florida driver's license as identification.

Jeanne Brown
Jeanne Brown, Notary Public

c:\wp51\doc\corp\articles.ars



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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

ARSA INVESTMENTS CORPORATION, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED
SAMUEL SHAPIRO, LOCATED AT 950 S. DIXIE HIGHWAY, CITY OF HOLLYWOOD,
STATE OF FLORIDA, 33020, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE OF CORPORATE OFFICER: _____

Title: President

Date: 2-19-98

FILED
98 FEB 23 AM 7:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE OF REGISTERED AGENT: _____

Date: 2-19-98