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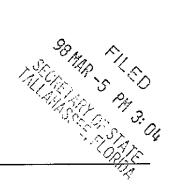
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NEW FILINGS	AMENDMENTS	
Profit NonProfit	Amendment Resignation of R.A. Officer/Director	
Limited Liability	Change of Registered Agent	Certificate of FICTITIOUS NAME
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OTHER FILINGS	REGISTRATION/QUALIFICATION	CORP SEARCH OF CORPORATION
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ARTICLES OF INCORPORATION OF





ARTICLE I NAME

The name of this corporation shall be:

WARGA FAMILY HOLDINGS, INC.

ARTICLE II DURATION

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

ARTICLE III PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V 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.

ARTICLE VI PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation are: 2242 Fisher Island Drive, Fisher Island, FL 33109.

ARTICLE VII INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of this corporation are: Barry A. Nelson, Nelson & LaFemina, P.A., 19495 Biscayne Boulevard, Suite 609, Aventura, Florida 33180.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name and address of the Director is JAMES WARGA, 2242 Fisher Island Drive, Fisher Island, FL 33109.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is Barry A. Nelson, whose address is Nelson & LaFemina, P.A., 19495 Biscayne Boulevard, Suite 609, Aventura, Florida 33180.

ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation is reserved to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this <u>27</u> day of <u>February</u>, 1998.

BARRY A. NELSON, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 27 DAY OF Jehruay, 1998.

BARRY A NELSON

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SECRETARY OF STATE
TALLAHASSEE FI COME.