

P98000024690
TODD M. WERNSTROM, P.A.

1450 MADRUGA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 669-9535
FAX: (305) 669-0804

TODD M. WERNSTROM

ALSO ADMITTED TO PRACTICE
IN THE U.S. DISTRICT COURT
FOR THE SOUTHERN & MIDDLE
DISTRICTS OF FLORIDA

422 FLEMING STREET
KEY WEST, FLORIDA 33040
TELEPHONE: (305) 294-2400
FAX: (305) 669-0804

March 13, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation of SANNIPOLI/SABATINI & CO.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and check in the amount of \$122.50 for the above referenced Florida corporation. Please return a stamped copy to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,


TODD M. WERNSTROM, P.A.

TMW/mv

FILED
98 MAR 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 3/17/98

ARTICLES OF INCORPORATION

OF

SANNIPOLI/SABATINI & CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be SANNIPOLI/SABATINI & CO.

ARTICLE II

Address of Corporation

The mailing address and principal office location of the Corporation shall be:

SANNIPOLI/SABATINI & CO.
1826 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE III

Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation is to carry on any and all lawful business operations.

ARTICLE IV

Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of</u> <u>Class</u>	<u>Number of Shares</u>	<u>Per Value</u> <u>Per Share</u>
Common Stock	1000	\$.01 Par

The holders of the Common Stock shall have voting rights of one vote per share except as otherwise provided by applicable law.

ARTICLE V
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Todd M. Wernstrom
1826 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VI
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 1826 Ponce De Leon Boulevard, Coral Gables, Florida, 33134. The name of the initial registered agent of the Corporation at the above address shall be Todd M. Wernstrom. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX
Initial Board of Directors

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected, is as follows:

Todd M. Wernstrom
1826 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE X
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII
Indemnification of Directors
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.


ARTICLE XIII
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV
Amendment

These Articles of Incorporation may only be amended by a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original
subscribing incorporator to the foregoing Articles of Incorporation
has hereunto set his hand and seal this 12th day of March, 1998.

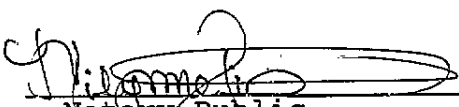


Todd M. Wernstrom
Incorporator

(SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was
acknowledged before me this 12th day of March, 1998, by TODD M.
WERNSTROM who is personally known to me identification and who did
not take an oath.



Notary Public,
State of Florida at Large

Milynne Viso
Printed Name of Notary Public



MILYNNE VISO
My Commission CC382268
Expires Jun. 13, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

SANNIPOLI/SABATINI & CO., desiring to organize as a corporation under the laws of the State of Florida, has designated 1826 Ponce De Leon Boulevard, Coral Gables, Florida 33134, as its initial Registered Office and has named Todd M. Wernstrom, located at said address, as its initial Registered Agent.

BY: 

Todd M. Wernstrom
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: 

TODD M. WERNSTROM
Registered Agent

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98 MAR 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA