

Morgan, Olsen & Olsen
ATTORNEYS AT LAW

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P98000027257

March 20, 1998

EFFECTIVE DATE
3-20-98

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

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-03/23/98--01115--017
***122.50 ***122.50

RE: Filing Articles of Incorporation
SUNBELT INVESTMENTS, INC.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

Diane V. Hallaran

Diane V. Hallaran
Secretary to Walter L. Morgan

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Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SUNBELT INVESTMENTS, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I: NAME

EFFECTIVE DATE
3-20-98

The name of this corporation is SUNBELT INVESTMENTS, INC., whose address 315
N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

ARTICLE II: DURATION

The effective date for commencement of this corporation is hereby specified as
March 20, 1998; and this corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may
be incorporated under the Florida General Corporations Act and for the purpose of manufacturing,
purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or
otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real
and personal property and services of every class, kind and description; and to carry on any
business which can be advantageously pursued in conjunction with or incidental to any of the
above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is Walter L. Morgan..

ARTICLE VII: INITIAL BOARD OF DIRECTORS

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

Norman E. Schwartz
888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33301

Walter L. Morgan
315 NE Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

ARTICLE VIII: INCORPORATOR

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

Walter L. Morgan

315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301

ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

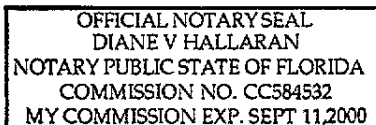
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 20, 1998.

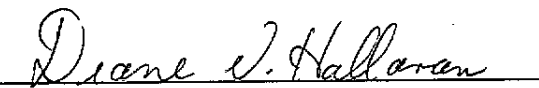

Walter L. Morgan

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this March 20, 1998, by Walter L. Morgan, (✓) who is personally known to me or () who has produced as identification and who did take an oath.



My Commission Expires:


Notary Public, State of Florida

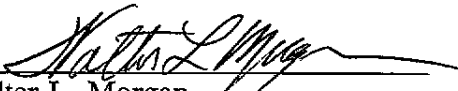
Print name: DIANE V. HALLARAN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 1:54

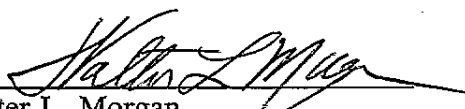
REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, SUNBELT INVESTMENTS, INC.. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Walter L. Morgan as its agent to accept service of process within the State of Florida.


Walter L. Morgan
Title: President
Date: March 20, 1998

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. The undersigned is familiar with and accepts the obligations of this position.


Walter L. Morgan
Registered Agent
Date: March 20, 1998