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JEROME R. SCHECHTER, P.A.
ATTORNEY AT LAW

JEROME R. SCHECHTER

ABRAHAM S. KALKIN
MEMBER OF NEW YORK BAR
(NOT ADMITTED IN FLORIDA)

March 31, 1998

315 SOUTHEAST 7TH STREET
FIRST FLOOR
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 764-7600
FAX (954) 763-4840

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-04/03/98--01089--007
*****70.00 *****70.00

Re: Springs Capital Corp.

Gentlemen:

Enclosed herewith please find our check to your order in the amount of \$70.00 as payment for filing fees and taxes in the following amounts in connection with the incorporation of the above-captioned corporation.

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
TOTAL	\$ 70.00

I have also enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent of the above-captioned corporation, the original to be filed and the copy to be returned to this office without being certified.

Please note that the date for the beginning of corporate existence is March 31, 1998.

Very truly yours,

JEROME R. SCHECHTER

JRS/ca
enclosures

FILED
98 APR -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPRINGS CAPITAL CORP.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

EFFECTIVE DATE
3-31-98

The name of this corporation is:
SPRINGS CAPITAL CORP.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The number of shares of authorized capital stock in this corporation shall be 10,000 shares of common stock with a par value of 10 cents.

The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 S. E. 7th Street, First Floor, Fort Lauderdale, Florida 33301 and the initial registered agent at that address is JEROME R. SCHECHTER.

ARTICLE VI DIRECTORS(S)

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VII INITIAL DIRECTOR(S)

The name(s) and address(es) of the member(s) of the first Board of Directors is (are):

JEROME R. SCHECHTER
315 S. E. 7th Street, First Floor
Fort Lauderdale, Florida 33301.

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TALLAHASSEE, FL
SECRETARY OF STATE

ARTICLE VIII PRINCIPAL OFFICE

The address of the principle office is:

315 S. E. 7th Street, First Floor, Fort Lauderdale, Florida
33301.

ARTICLE IX SUBSCRIBER(S)

The name and address of the subscriber(s) to these Articles of Incorporation is (are):

JEROME R. SCHECHTER
315 S. E. 7th Street, First Floor
Fort Lauderdale, Florida 33301.

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE

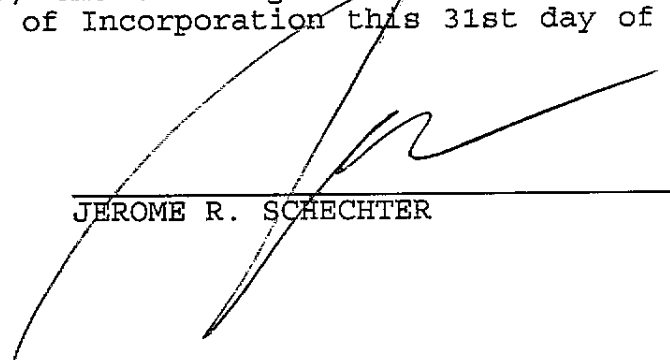
The corporation existence of this Corporation shall commence at 8:00 A.M. on March 31, 1998.

ARTICLE XIV MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

315 S. E. 7th Street, First Floor, Fort Lauderdale, Florida
33301.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this 31st day of March, 1998.



JEROME R. SCHECHTER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JEROME R. SCHECHTER who is personally known to me or who has produced personally known as identification and who acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of March, 1998.

Christine Aniello
Signature of Notary Public
Christine Aniello
Printed name of Notary Public

My commission expires:



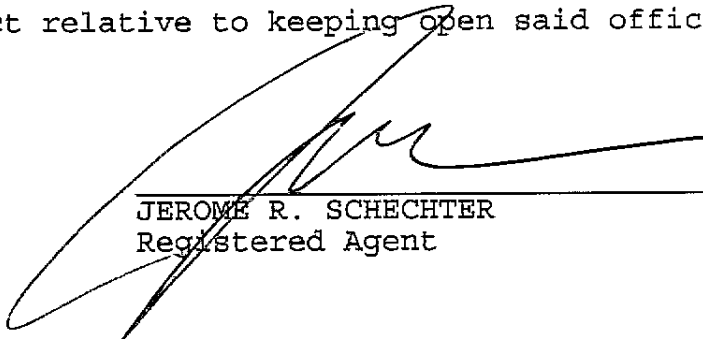
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESSED MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SPRINGS CAPITAL CORP.

desiring to organize under the laws of the State of Florida, with its principle offices, as indicated in the Articles of Incorporation at FORT LAUDERDALE, BROWARD County, State of Florida, has named JEROME R. SCHECHTER, 315 S. E. 7th Street, First Floor, Fort Lauderdale, Florida 33301, agent to accept services of process within this state.

Having been named to accept services of process for the above-stated corporation, at place designated in this Certification, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JEROME R. SCHECHTER
Registered Agent

FILED
98 APR -3 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA