

P980000036955

TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: March 24, 1998

RE: SANDRA, INC.

FILE NO. W-48,386

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION.
2. CHECK FOR \$122.50, COVERING:
\$ 35.00 FILING FEE
52.50 CERTIFIED COPY
35.00 REGISTERED AGENT

500002470495--4
-03/27/98--01050--001
****122.50 ****122.50

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF INCORPORATION, STAMP THE COPY
PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

FILED
98 APR 23 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

FRANK C. WHIGHAM, ESQUIRE

i:\fcw\corp\Sandra\tran\art.inc

W98-7087
mc 4/23/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1998

FRANK C. WHIGHAM, ESQ.
POST OFFICE BOX 4848
SANFORD, FL 32772-4848

SUBJECT: SANDRA, INC.
Ref. Number: W98000007087

We have received your document for SANDRA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 098A00017046

ARTICLES OF INCORPORATION
OF
SANDY, INC.

FILED
98 APR 23 PM 12: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SANDY, INC., located at 4000 E. State Road 46, Sanford, Florida, 32771.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 E. State Road 46, Sanford, Florida, 32771, and the name of the initial Registered Agent of this corporation located at that address is SANDRA MERO.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

SANDRA MERO 4000 E. State Road 46
 Sanford, FL 32771

ARTICLE VII - INCORPORATOR

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

SANDRA MERO 4000 E. State Road 46
 Sanford, FL 32771

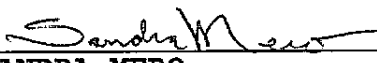
ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 14 day of April, A.D. 1998.


SANDRA MERO

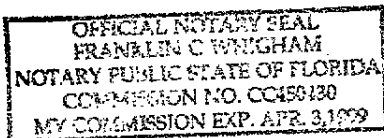
STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED

98 APR 23 PM 12: 52

The foregoing instrument was acknowledged before me by SANDRA MERO, personally known to me, this 14 day of MAY, A.D., 1998.

(Affix Notarial Seal)



Notary Public

Print Name: Frank C. Whigham

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

SANDY, INC.

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

FIRST: That **SANDY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4000 E. State Road 46, Sanford, FL 32771 has named SANDRA MERO located at 4000 E. State Road 46, Sanford 32771, County of Seminole State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Sandra Mero
SANDRA MERO

I:\fcw\corporate\Sandra' Inc\articles