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ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
SUITE 211
COOPER CITY, FLORIDA 33024
(954) 430-0422

APRIL 21, 1998

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-04/27/98--01071--010
****122.50 ****122.50

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: SOUTH FLORIDA GUEST CONNECTIONS, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE OF
INCORPORATION, TOGETHER WITH A CHECK IN THE AMOUNT OF \$ 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF
ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION
FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,


ROLAND D. FALCO,
INCORPORATOR

MAILING ADDRESS OF CORPORATION:

ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 211
COOPER CITY, FL. 33024

Dmc
4/29/98

FILED
98 APR 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SOUTH FLORIDA GUEST CONNECTIONS, INC.

98 APR 27 AM 8:36

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATIONS ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE - CORPORATE NAME

THE CORPORATE NAME IS SOUTH FLORIDA GUEST CONNECTIONS, INC.

ARTICLE TWO - DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE - PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE FOUR - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 7,500 ALL OF WHICH SHALL BE COMMON SHARES WITH A PAR VALUE OF ONE DOLLAR.

ARTICLE FIVE - REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 8745 SW 58th STREET, COOPER CITY, FLORIDA 33328, AND THE NAME OF THE REGISTERED AGENT IS MICHAEL BARNARD.

SOUTH FLORIDA GUEST CONNECTIONS, INC.

ARTICLES OF INCORPORATION

ARTICLE SIX - DIRECTOR(S)

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF A MINIMUM OF ONE DIRECTOR AND A MAXIMUM OF SIX DIRECTORS. INITIALLY THERE SHALL BE ONE DIRECTOR:

MICHAEL BARNARD, PRES./DIR.
8745 SW 58th STREET
COOPER CITY, FLORIDA 33328
(954) 434-9953

ARTICLE SEVEN - OFFICER(S)

THE CORPORATION SHALL HAVE, INITIALLY, ONE OFFICER:

MICHAEL BARNARD, PRES./SEC./TREAS.
8745 SW 58th STREET
COOPER CITY, FLORIDA 33328
(954) 434-9953

SOUTH FLORIDA GUEST CONNECTIONS, INC.

ARTICLE EIGHT - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

ROLAND D. FALCO
FINANCIAL ACCOUNTING ASSOCIATES
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 211
COOPER CITY, FL. 33024
(954) 430-0422

IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME THIS 21st DAY OF
APRIL, 1998.

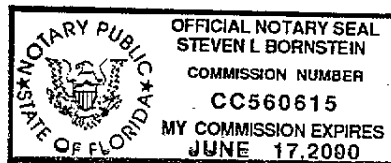
R. D. Falco
ROLAND D. FALCO, INCORPORATOR
STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS 21st DAY OF APRIL, 1998 BEFORE ME PERSONALLY APPEARED
ROLAND D. FALCO, KNOWN TO BE THE PERSON WHOSE NAME IS SUBSCRIBED
TO THE WITHIN INSTRUMENT, AND ACKNOWLEDGED THAT HE HAS EXECUTED
THE SAME FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HEREBY SET MY HAND AND OFFICIAL SEAL.

DATE: April 20, 1998

Steven L. Bornstein
NOTARY PUBLIC



FILED

SOUTH FLORIDA GUEST CONNECTIONS, INC.

98 APR 27 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF REGISTERED AGENT

PURSUANT TO 48.091 OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT; THAT SOUTH FLORIDA GUEST CONNECTIONS, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8745 SW 58th STREET, COOPER CITY, FLORIDA 33328, NAMED MICHAEL BARNARD, LOCATED AT 8745 SW 58th STREET, COOPER CITY, FLORIDA 33328, (954) 434-9953, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE PROVISIONS OF SAID STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 21st DAY OF APRIL, 1998.



MICHAEL BARNARD,
REGISTERED AGENT