



THE UNITED STATES
CORPORATION
COMPANY

P98000057909

ACCOUNT NO. : 072100000032

REFERENCE : 874010-005 *Patricia Puyat*

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : June 29, 1998

ORDER TIME : 1:22 PM

ORDER NO. : 874010-005

CUSTOMER NO: 81823A

CUSTOMER: Ms. Mary Jean Navaretta
STEPHEN NAVARETTA, ESQ

Suite 203
1100 Sw St. Lucie West Blvd
Port St. Lucie, FL 34986

400002575214--4

DOMESTIC FILING

NAME: RANDALL HOLDING CORPORATION

EFFECTIVE DATE: ..

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 JUN 29 PM 2:36
DIVISION OF CORPORATION

*6-29
16-9
105*

ARTICLES OF INCORPORATION

OF

RANDALL HOLDING CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RANDALL HOLDING CORPORATION

The address of the principal office of this corporation shall be 482 S.E. Nome Drive, Port St. Lucie, FL, 34984, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having one dollar (\$1.00) par-value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 482 S.E. Nome Drive, Port St. Lucie, Florida 34984, and the name of the initial registered agent of the corporation at that address is James Randall.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. STOCK RESTRICTION

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James Randall
482 S.E. Nome Drive
Port St. Lucie, FL 34984

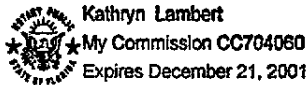
IN WITNESS WHEREOF, the undersigned incorporator of RANDALL HOLDING CORPORATION, has hereunto set his hand and seal on the 25th day of June, 1998.


JAMES RANDALL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, authorized to take oaths and acknowledgments, personally appeared JAMES RANDALL, who, being first duly sworn, acknowledged to me that he is the person described in and who executed the foregoing Articles of Incorporation and that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal, this 25th day of
June, 1998.



(NOTARY SEAL)

Kathryn Lambert
Notary Public
Print Name: _____

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
My Commission Expires: _____

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted designation as
Registered Agent of RANDALL HOLDING CORPORATION and agree to
serve as its agent and to accept service of process within this
State at its Registered Office, 482 S.E. Nome Drive, Port St.
Lucie, Florida 34984.

JAMES RANDALL
JAMES RANDALL

c:\apps\word\corporat\artRanda.doc