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Via Airborne Express
Airbill No. 8346825421

October 12, 1998

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-10/13/98--01047--007
****131.25 *****87.50

Re: Formation of Clarkco, Inc.

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Clarkco, Inc.

Enclosed please find the original Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25 made payable to "Division of Corporations".

My return address is:

Mary Ann Y. David
c/o Rosen Associates
215 S.W. LeJeune Road
Miami, Florida 33134-1799
(305) 446-5663

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 13 PM 1:06

I would appreciate your using the enclosed pre-addressed airbill for an expedited return of the filing to me. Thank you very much.

Sincerely,

Mary Ann Y. David

Mary Ann Y. David
Legal Counsel

Enclosures

B. BROCK OCT 14 1998

ARTICLES OF INCORPORATION
OF
CLARKCO, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of this Corporation shall be **Clarkco, Inc.**

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

CLIFFORD D. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

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

Mary Ann Y. David, Esquire
215 S.W. LeJeune Road
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of October, 1998.


MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA §
COUNTY OF DADE §

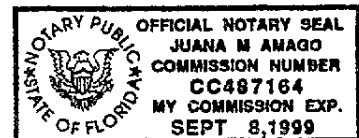
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 12th day of October, 1998.

Juana M. Amago
Notary Public, State of Florida

Juana Amago
Type/Print/or Stamp Name of Notary

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for Clarkco, Inc., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 12th day of October, 1998.

Mary Ann Y. David
Mary Ann Y. David

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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