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Martha R. Sykes
1230 Wilshire Circle East
Pembroke Pines, Fl. 33027
Tel.: (954) 431-2595

October 13, 1998

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*****87.50 *****87.50

Division of Corporations
409 E Gaines Street
Tallahassee, Fla. 32399

Attn.: New Filings Section

Subj.: Sykes & Sons, Inc.
Corporate Filing

Gentlemen:

In compliance with Florida statutes I am enclosing herewith two sets of "Articles of Incorporation" regarding the subject Corporation, each duly notarized.

I am enclosing check #3431 in the amount of \$87.50 and request that you issue a Certificate of Status as well as a certified copy of these Articles.

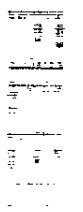
Your earliest attention to this request will be deeply appreciated.

Very truly yours,



Martha R. Sykes
/mrs
CCS
Enclosures

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SEAL OF THE STATE
TALLAHASSEE FLORIDA



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10/16/98

ARTICLES OF INCORPORATION

OF

SYKES & SONS, INC.

ARTICLE I.

The name of this Corporation is:
SYKES & SONS, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III.

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

ARTICLE IV.

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he (or she) already holds, shall have the right to purchase his (or her) prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE FLORIDA

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

2401 N. W. 69th Street
Miami, Florida 33147

and the name and address of the initial registered office and agent of this Corporation is:

MARTHA R. SYKES
1230 Wilshire Circle East
Pembroke Pines, Florida 33027

ARTICLE VIII.

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

DIRECTOR MARTHA R. SYKES
 1230 Wilshire Circle East
 Pembroke Pines, Florida 33027

ARTICLE IX.

The names and addresses of the initial Officers of this Corporation shall be as follows:

PRESIDENT/SECRETARY/TREASURER MARTHA R. SYKES
 1230 Wilshire Circle East
 Pembroke Pines, Florida 33027

ARTICLE X.

The name and address of the Incorporator who is signing these Articles of Incorporation is:

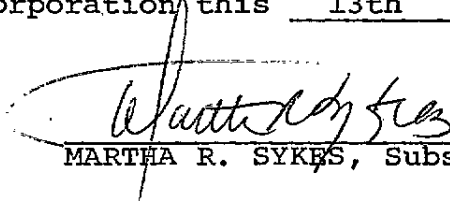
MARTHA R. SYKES
1230 Wilshire Circle East
Pembroke Pines, Florida 33027

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of OCTOBER, 1998.

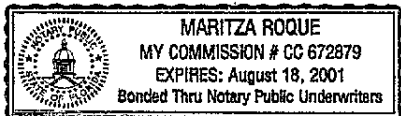


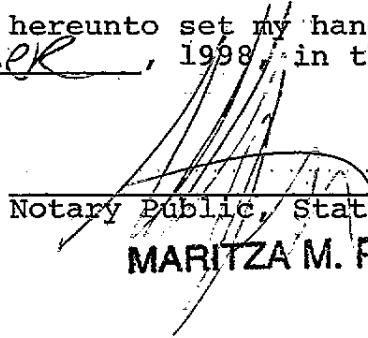
MARTHA R. SYKES, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Martha R. Sykes, who is personally known to me, and who, being first duly sworn, deposes and states on oath that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of OCTOBER, 1998, in the County and State aforesaid.





Notary Public, State of Florida
MARITZA M. ROQUE

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

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that SYKES & SONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2401 N. W. 69th Street, Miami, Florida 33147, has named MARTHA R. SYKES, whose address is 1230 Wilshire Circle East, Pembroke Pines, Florida 33027, as its agent to accept service of process within Florida.

DATED: OCTOBER 13, _____, 1998 BY: *Martha R. Sykes*
MARTHA R. SYKES, SUBSCRIBER

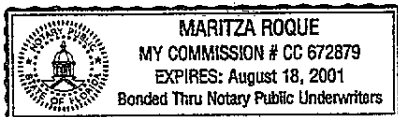
Having been named to accept service of process for SYKES & SONS, INC. at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED: OCTOBER 13, _____, 1998 BY: *Martha R. Sykes*
MARTHA R. SYKES,

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Martha R. Sykes, who is personally known to me, and who, being first duly sworn, deposed and states on oath that she executed the foregoing Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of OCTOBER, 1998, in the County and State aforesaid.



Maritza Roque
Notary Public, State of Florida
MARITZA M. ROQUE

STATE OF FLORIDA
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