

P98000092921

GERLICK & COMPANY
619 NO. DIXIE HIGHWAY
LAKE WORTH, FL 33460

PALM BEACH (561) 582-4686 * FAX (561) 433-1448
FLORIDA (800) 832-7472

OCTOBER 9, 1998

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

500002662305--3
-10/13/98--01026--009
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND TWO (2) COPIES OF THE ARTICLES OF
INCORPORATION OF SALLEN, INC. AND A CHECK FOR \$ 70.00 WHICH
REPRESENTS THE NECESSARY FEES FOR INCORPORATION. PLEASE RETURN A
FILED COPY OF THESE DOCUMENTS AS SOON AS POSSIBLE TO THE ADDRESS
SHOWN ABOVE.

THANK YOU VERY MUCH FOR YOUR COOPERATION.

SINCERELY,


MARC GERLICK

FILED
98 NOV -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98-23282~~

Dmc
11/2/98

~~2544~~

(7)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

MARC GERLICK
GERLICK & COMPANY
619 N DIXIE HIGHWAY
LAKE WORTH, FL 33460

SUBJECT: SALLEN, INC.
Ref. Number: W98000023282

We have received your document for SALLEN, INC. and your check(s) totaling \$70.00. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00050857

ARTICLES OF INCORPORATION

OF

SALEON, INC.

FILED

98 NOV -2 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1

NAME OF CORPORATION

The name of this corporation shall be
SALEON, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock at the par value of \$ 1.00 per share, which shall be issued for such consideration as may be fixed by the Board of directors of the corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall commence its existence as of the date corporation is filed and shall exist perpetually unless dissolved according to law.

ARTICLE VI

POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be 4781 NO. CONGRESS AVENUE, SUITE 272
LANTANA, FL 33462

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one nor more than thirteen persons, as shall be designated by the By-Laws.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office until the annual meeting of the stockholders to be held in the year 1998 and until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
JEFFREY S. SCHNEIDER	4781 NO. CONGRESS AVENUE SUITE 272 LANTANA, FL 33462

ARTICLE IX

SUBSCRIBER

The names and post office addresses of the subscribers to these Articles of Incorporation, and a Statement of the number of shares subscribed for by them, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
JEFFREY S. SCHNEIDER	4781 NO. CONGRESS AVE. SUITE 272 LANTANA, FL 33462	100	\$ 100.00

ARTICLE X

SPECIAL PROVISIONS

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

(b) No contract or other transaction between the corporation and any other corporation, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary, and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The stockholders may, in their discretion, choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the shareholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the Corporation.

(e) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or thereafter prescribed by the state and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XI

RESIDENT AGENT

The registered agent to accept service of process within this state shall be JEFFREY S. SCHNEIDER
and the registered office shall be 4781 NO. CONGRESS AVENUE, SUITE 272
LANTANA, FL 33462

IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 9TH day of OCTOBER, 1998.


JEFFREY S. SCHNEIDER - INCORPORATOR

FILED
NOV -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In the pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That SALEON, INC.
qualified to do business under the laws of the State of Florida with its principal office at 4781 NO. CONGRESS AVE., SUITE 272, county of PALM BEACH,
State of FLORIDA,
has appointed JEFFREY S. SCHNEIDER
City of LANTANA, County of PALM BEACH,
State of Florida, as its legal agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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


JEFFREY S. SCHNEIDER