

BLANK ROMÉ COMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone:

999000014117

Pennsylvania
New Jersey
Delaware
Maryland
Washington, DC
Florida

February 2, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB 10 PM 12:57

Re: ARC ENTERPRISES OF SOUTH FLORIDA, INC.

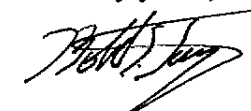
200002771932-1-5
-02/10/99-01069-023
****122.50 *****78.75

Dear Sir or Madam:

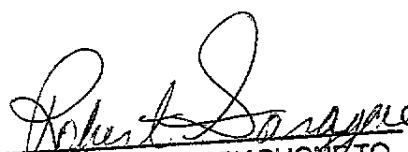
Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely yours,



ROBERT S. SARAGA


GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 2/13/99
DOC. EXAM Douglas Brower

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ARC ENTERPRISES OF SOUTH FLORIDA, INC.

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is ARC ENTERPRISES OF SOUTH FLORIDA, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Broward County, Florida, and its mailing address shall be:

4900 North Ocean Blvd., Suite 916
Fort Lauderdale, Florida 33308

ARTICLE VII

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

ANTHONY R. COSTANTINI
4900 North Ocean Blvd., Suite 916
Fort Lauderdale, Florida 33308

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony R. Costantini President/Treasurer/Secretary/Director	4900 North Ocean Blvd., Suite 916 Fort Lauderdale, FL 33308

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

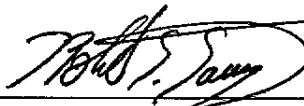
ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Saraga	c/o Blank, Rome, Comisky & McCaulley, LLP 1200 North Federal Highway, Suite 417 Boca Raton, Florida 33487

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of February, 1999.

INCORPORATOR


Robert S. Saraga

STATE OF FLORIDA

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) SS

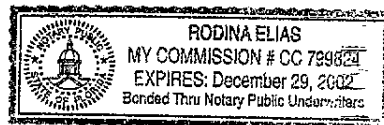
COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 4 day of February, 1999 by Robert S. Saraga, who is personally known to me or who has produced _____ as identification.

Rodina Elias

Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 PM 12:57

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is ARC ENTERPRISES OF SOUTH FLORIDA, INC.
2. The name and address of the registered agent and office is:

ANTHONY R. COSTANTINI
4900 North Ocean Blvd., Suite 916
Fort Lauderdale, Florida 33308

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

 Fees, Arc Ent,

(Name signing as registered agent)

Dated: 2-9-99, 1999