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LIBO B. FINEBERG

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FILED

99 NOV 19 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 18, 1999

Via Airborne Express
AWB # 8700397775

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

200003049712--5
-11/19/99--01062--017
122.50 **78.75

Re: Articles of Incorporation for THE SWEENEY CORPORATION.

Dear Division of Corporations:

Enclosed please find two original signed Articles of Incorporation for

THE SWEENEY CORPORATION.

Also enclosed is trust account check no. 2700 in the amount of \$122.50 for filing of the Articles with the Department of State. Please return a certified copy of these Articles to this office via Airborne Express. A return airway bill and express envelope are enclosed.

Do not hesitate to call should you require any additional information or should you have any questions. Thank you for your courtesies.

Very truly yours,

(Dictated but not signed
to expedite delivery)

Libo B. Fineberg

LBF/gaf

/enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pit 11/24/99

ARTICLES OF INCORPORATION
OF
THE SWEENEY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

THE SWEENEY CORPORATION

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 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV ADDRESS

The original principal place of business of this corporation shall be 8212 Sweetbriar Way, Boca Raton, Florida 33496-5129 and the mailing address shall be the same.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. The names and addresses of the initial members of the Board of Directors are:

SCOTT BENKEL
8212 Sweetbriar Way
Boca Raton, Florida 33496-5129

ARTICLE VII OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SCOTT BENKEL, President, Treasurer, Secretary,
8212 Sweetbriar Way
Boca Raton, Florida 33496-5129

ARTICLE VIII INCORPORATOR

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

LIBO B. FINEBERG, ESQ.
3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069-4870

ARTICLE IX REGISTERED AGENT

The name and address of the initial Registered Agent and
Registered Office is:

LIBO B. FINEBERG, ESQ.
3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069-4870

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal to these Articles of Incorporation on this 18 day of
NOVEMBER, 1999.


LIBO B. FINEBERG

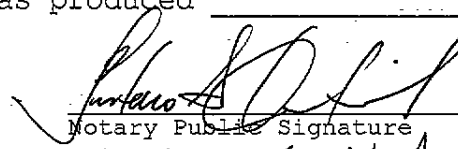
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th
day of NOVEMBER, 1999, by LIBO B. FINEBERG, who is
personally known to me or has produced _____
as identification.

My Commission expires:



GUSTAVO A. FORTICH
COMMISSION # CC 567382
EXPIRES JUN 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public Signature

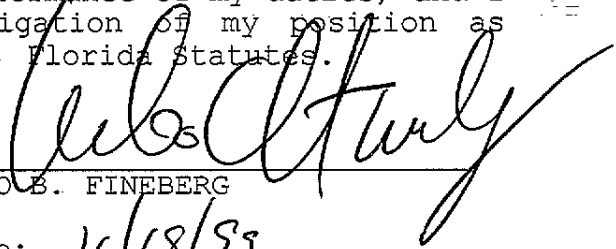
Printed Name: GUSTAVO A. FORTICH

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been named as Registered Agent and to accept service of
process for THE SWEENEY CORPORATION, at the place designated in the
Articles of Incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.


LIBO B. FINEBERG

Date: 10/18/99

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TALLAHASSEE, FLORIDA