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OCT 9 1996 2:17 PM LNB/SL

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10/09/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000014222 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN
CONTACT: CONNIE CONTRATA
PHONE: (305)358-4222

ACCT#: 075444001523

FAX #: (305)358-0602

NAME: IANDAL, INC.

AUDIT NUMBER.....H96000014222

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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COMMUNICATIONS

96 OCT -9 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
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96 OCT -9 PM 3:56

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Handwritten notes and signatures at the bottom right, including a date "10/15/96" and a signature.

OCT. 9.1996 2:17PM UNJ/SLC

NO.691 P.1/7

SCHARLIN, LANETTA, COHEN, COBB & EBIN
SUITE 400 - UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FL 33130
(305) 358-4222
FAX 358-0602

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Division of Corporations

ATTENTION: _____

TELECOPY #: 904-922-4001

FROM: Diana Jacobs

RE: Iandal, Inc. - Electronic Filing

DATE SENT: October 9, 1996 TIME SENT: _____

FILE #: T-440

NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 7

TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: _____

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H96000014222

**ARTICLES OF INCORPORATION
OF
IANDAL, INC.**

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be IANDAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Prepared:
Thomas C. Cobb, Esquire
1399 SW First Avenue, 4th Fl.
Miami, Florida 33130
(305) 358-4222
FL Bar No.: 113517

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TALLAHASSEE, FLORIDA

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence its existence on October 9, 1996 and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THOMAS C. COBB
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial director and president of this Corporation and his street address is:

Albert Gersten
c/o The Gersten Companies
15760 Ventura Boulevard
Suite 838
Encino, CA 91436

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The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

c/o The Gersten Companies
15760 Ventura Boulevard
Suite 838
Encino, CA 91436

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THOMAS C. COBB
1399 SW First Avenue
Suite 400
Miami, Florida 33130

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

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ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 8 day of October, 1996.



Thomas C. Cobb

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That IANDAL, INC., desiring to organize under the laws of the State of Florida, with its registered office at: c/o The Gersten Companies, 15760 Ventura Boulevard, Suite 828, Encino, CA 91436, has named THOMAS C. COBB, located at 1399 SW First Avenue, Suite 400, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Thomas C. Cobb

THOMAS C. COBB

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TALLAHASSEE, FLORIDA

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NOV 27 1996 8 11 30 AM NO. 3 P. 1/2

11/27/96

FLORIDA DIVISION OF CORPORATIONS
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10:04 AM

((H96000016781 2))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN ACCT#: 075444001523
CONTACT: CONNIE CONTRATA
PHONE: (305)358-4222 FAX #: (305)358-0602

NAME: LANDAL, INC.
AUDIT NUMBER.....H96000016781
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LANDAL, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I (Name) is amended to read as follows:
"The name of the corporation is: ALIAN, INC."
In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

SECOND: The date of this amendment's adoption: November 25, 1996.

THIRD: This amendment was adopted by the Incorporator without shareholder action and shareholder action was not required.

Signed this 26th of November, 1996.

Signature: Thomas C. Cobb
Thomas C. Cobb, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb & Ebin
1399 SW First Avenue, 4th floor
Miami, FL 33130
Fla. Bar No.: 113517

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