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LAW OFFICES

CARL G. SANTANGELO

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 561-3040

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October 13, 1998

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/14/98--01035--017
***122.50 ***78.75

Re: ELIZABETH BLAIR, LTD., INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the captioned corporation. Also enclosed please find our firm's check in the sum of \$122.50 representing the following:

Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

Once the Articles have been filed, please return the certified copy in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,

Carl Santangelo
Carl G. Santangelo

Carl G. Santangelo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 14 AM 11:45

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10/15/98

CGS:jd
Enc.

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98 OCT 14 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ELIZABETH BLAIR, LTD., INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **ELIZABETH BLAIR, LTD., INC.** The address of the principal office of this corporation shall be 450 East Las Olas Blvd., Suite 925, Fort Lauderdale, Florida 33301.

ARTICLE II. TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7500) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V. 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 already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. ADDRESS

The street address of the initial registered office of the corporation shall be 450 East Las Olas Blvd., Suite 925, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is ELIZABETH BLAIR KIRBY.

ARTICLE VII. DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is 1 (one). The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be more than three nor less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name

Address

ELIZABETH BLAIR KIRBY

450 East Las Olas Blvd.
Suite 925
Fort Lauderdale, Florida 33301

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is:

Name

Address

ELIZABETH BLAIR KIRBY

450 East Las Olas Blvd.
Suite 925
Fort Lauderdale, Florida 33301


ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

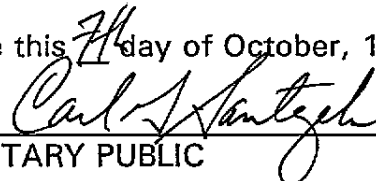
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 7 day of October, 1998.


Elizabeth Blair Kirby, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was acknowledged before me this 7th day of October, 1998, by
ELIZABETH BLAIR KIRBY, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

SWORN TO AND SUBSCRIBED before me this 7th day of October, 1998.


NOTARY PUBLIC

My commission expires:



Carl G. Santangelo
MY COMMISSION # CC683233 EXPIRES
November 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CARL G. SANTANGELO, P.A.
3000 North Federal Highway
Building Two, Suite 200
Fort Lauderdale, Florida 33306

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ELIZABETH BLAIR KIRBY, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Elizabeth Blair Kirby