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ACCOUNT NO. : 072100000032

REFERENCE : 571343 7203936

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : February 1, 2000

500003119075-9

ORDER TIME : 11:09 AM

ORDER NO. : 571343-005

CUSTOMER NO: 7203936

CUSTOMER: Mr. Albert Boyd, Jr.
MR. ALBERT BOYD JR.
MR. ALBERT BOYD JR.
1489 N. Military Trail
Suite 115
West Palm Beach, FL 33409

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB - 1 PM 12: 56

RECEIVED

DOMESTIC FILING

NAME: MADISON-WES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 1 PM 2: 18

APPROVED
AND
FILED

2/1/00

ARTICLES OF INCORPORATION
OF
MADISON-WES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 1 PM 2:19

APPROVED
AND
FILED

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:

MADISON-WES, INC.

The address of the principal office of this corporation shall be 1489 North Military Trail, Suite 115, West Palm Beach, Florida 33409 and the mailing address of the corporation shall be the same.

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 1,500 shares of common stock having no par value per share.

ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

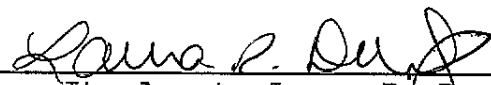
The undersigned incorporator has executed these Articles of Incorporation on February 1, 2000.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

JLZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB -1 PM 2:19

APPROVED
AND
FILED