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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

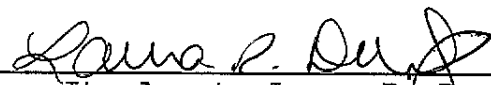
The undersigned incorporator has executed these Articles of Incorporation on February 1, 2000.



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