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DARYL B. CRAMER, ESQ.
86 CAYMAN PLACE
PALM BEACH GARDENS, FL. 33418
(407) 624-2152

March 3, 1995

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

VIA FEDERAL EXPRESS

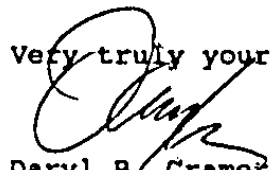
Re: Daryl B. Cramer, P.A.

400001422214
-03/07/95--01001--022
****122.50 ****122.50

Gentlemen:

Enclosed please find an original fully executed Articles of Incorporation and one (1) copy for the above-described entity. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State to cover your filing fee, designation of registered agent and certified copy.

Very truly yours,


Daryl B. Cramer

FILED
55 MAR -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTERED MAR 8 1995

ARTICLES OF INCORPORATION
OF
DARYL B. CRAMER, P.A.

FILED
95 MAR -6 14 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

I
NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be DARYL B. CRAMER, P.A. The principal office and mailing address of this Corporation shall be 86 Cayman Place, Palm Beach Gardens, Florida 33418.

II
PURPOSE

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- a) To engage in every phase and aspect of the practice of law.

b) To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d) To engage in no other business other than the rendition of the professional services specified herein.

e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at one dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to lawyers in good standing and duly

licensed or otherwise legally authorized, within the State of Florida to render the same professional services as this Corporation.

IV

DURATION

The Corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 86 Cayman Place, Palm Beach Gardens, Florida 33418 and the name of its initial registered agent at said address is Daryl B. Cramer.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Daryl B. Cramer

86 Cayman Place

Palm Beach Gardens, Florida 33418

VII

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the

majority of the shareholders but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Daryl B. Cramer
86 Cayman Place
Palm Beach Gardens, Florida 33418

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action in a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The

Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

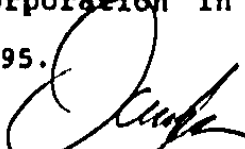
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation in the State of
Florida, this ____ day of March, 1995.



Daryl B. Cramer
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT DARYL B. CRAMER, P.A., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL
REGISTERED OFFICES AT 86 CAYMAN PLACE, PALM BEACH GARDENS,
FLORIDA 33418 HAS NAMED DARYL B. CRAMER LOCATED AT SUCH OFFICES
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DARYL B. CRAMER
Incorporator

7/3/95
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION
607.0505, FLORIDA STATUTES.



DARYL B. CRAMER
Registered Agent

7/3/95
(Date)

FILED
95 MAR -6 PM 1:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA