MAR. 6.199 9:49AM STRAWN MONAGAN COHEN NO.275 P.1

P96000020472

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
JOHNSTON
FAX: (904) 922-4000

FROM: STRAWN & MONAGAN, P.A.
4 NE 4TH AVE
DELRAY BEACH FL 33483-
CONTACT: JOEL T. STRAWN OR AUDY R.
PHONE: (407) 278-9400
FAX: (407) 278-9462

(((H96000003) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: ESF OAKRIDGE, INC
FAX AUDIT NUMBER: H96000003154
DATE REQUESTED: 03/06/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: $122.50
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TALLAHASSEE, FLORIDA

3/4

RECEIVED
96 MAR -6 AM 10:04

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ARTICLES OF INCORPORATION

OF

ESF OAKRIDGE, INC.

Article I. - Name

The name of this corporation is ESF OAKRIDGE, INC..

Article II. - Purpose

This corporation is organized for the purpose of transacting any lawful business.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of $1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

JOEL T. STRAWN, ESQUIRE
STRAWN MONAGHAN & COHEN, P.A.
54 N. E. 4TH AVENUE
DELRAY BEACH, FL 33483
(407) 278-9400
FLA. BAR NO. 095581

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Article V. - Principal Office or
Mailing Address; Resident Agent

The mailing address of the corporation and the initial registered office of this corporation is 54 NORTHEAST FOURTH AVENUE, DELRAY BEACH, FL 33483, and the name of the initial registered agent of this corporation at that address is JOEL T. STRAWN.

Article VI. - Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
JOEL T. STRAWN	54 N. E. FOURTH AVENUE DELRAY BEACH, FL 33483

Article VII. - Incorporator

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

NAME	ADDRESS
JOEL T. STRAWN	54 NORTHEAST FOURTH AVENUE DELRAY BEACH, FL 33483

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Article VIII. - Bylaws

The powor to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those By'laws that may be adopted by tho shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article IX. - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 27, 1996.

Joel T. Strawn, incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOEL T. STRAWN, who is personally known to me or who has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of February, 1996.

MARJORIE KENNEDY
My Commission CC401577
Expires Aug. 18, 1998
Bonded by HAI
800-422-1555

Notary Public
Print Name: Marjorie Kennedy
My Commission Expires: 8-18-98

arj February 27, 1996
K:\WORK\-ELMORE\7602\OAKRIDGE\ART.INC

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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 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ESF OAKRIDGE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DELRAY BEACH, STATE OF FLORIDA, HAS NAMED JOEL T. STRAWN, LOCATED AT 54 NORTHEAST FOURTH AVENUE, CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____
AUDY R. JOHNSTON
(CORPORATE OFFICER)

TITLE: VICE-PRESIDENT

DATE: February 27, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT DESIGNATION AS THE REGISTERED AGENT FOR THE STATED CORPORATION, AND I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, FLORIDA STATUTES (1989).

SIGNATURE _____
JOEL T. STRAWN
(RESIDENT AGENT)

DATE: February 27, 1996

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
ATLANTA GA 39901

DATE OF THIS NOTICE: 03-26-96
NUMBER OF THIS NOTICE: CP 575 A
EMPLOYER IDENTIFICATION NUMBER: 65-0649712
FORM: SS-4
07149480

P96000020472

ESF OAKRIDGE INC A FLORIDA
CORPORATION
54 N E 4TH AVE
DELRAY BEACH FL 33483

FOR ASSISTANCE CALL US AT:
1-800-829-1040

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 65-0649712. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments, and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing, incorrect information in your account, or cause you to be assigned more than one EIN.

If you're required to deposit for employment taxes (Forms 941, 943, 940, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), we will send an initial supply of Federal Tax Deposit (FTD) coupon books within five to six weeks. You can use the enclosed coupons if you need to make a deposit before you receive your supply.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 1120 03/15/97

If the due date has passed please complete the form and send it to us by 04-10-96. If we don't receive the form by that date additional penalties and interest will be charged. If you weren't in business or didn't hire employees for the tax period shown, please file the form showing that you have no liability.

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have any questions about the forms shown or the date they are due, you may call us at 1-800-829-8815 or write to us at the address shown above.

Thank you for your cooperation.

mpc
5-28-97