

Michael C. Becker & Co.

Certified Public Accountants

96000091781

TRANSMITTAL LETTER

1897 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, Florida 33409

West Palm Beach (561) 689-4093
Boca Raton (561) 391-0945
Miami (305) 266-6691
Fax (561) 697-4359

November 1, 1996

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

800001998148--1
-11/06/96--01103--007
*****70.00 *****70.00

Subject: Serra & Associates, Inc.

Enclosed please find the original Articles of Incorporation for the above corporation, and check in the amount of \$70.

Also enclosed is a stamped, self-addressed envelope, so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Michael C. Becker, C.P.A.

MCB/mst
Enc.

FILED
96 NOV -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMB 11/8

ARTICLES OF INCORPORATION

OF

Serra & Associates, Inc.

FILED
96 NOV -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Serra & Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11062 S. Military Trail, Suite 412
Boynton Beach, FL 33436

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One Thousand) and the par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

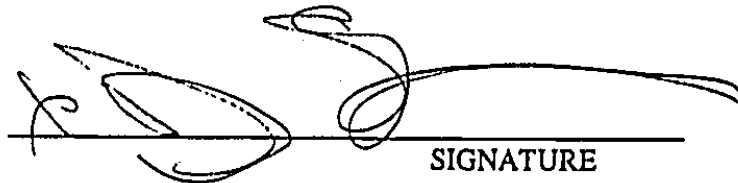
DeAnne Serra
11062 S. Military Trail, Suite 412
Boynton Beach, FL 33436

ARTICLE V - INCORPORATOR

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

DeAnne Serra
11062 S. Military Trail, Suite 412
Boynton Beach, FL 33436

The undersigned has executed these Articles of Incorporation this 4th day of November, 1996.


SIGNATURE

TITLE: Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

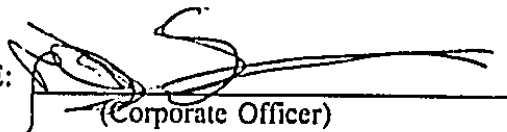
FILED
96 NOV -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: Serra & Associates, Inc.
2. The name and address of the registered agent and office is:

DeAnne Serra
11062 S. Military Trail, Suite 412
Boynton Beach, FL 33436

SIGNATURE: _____



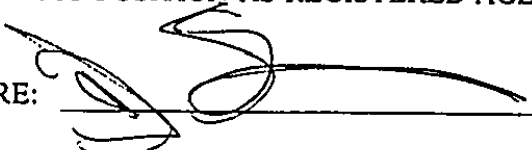
(Corporate Officer)

TITLE: Director

DATE: November 4th, 1996

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

SIGNATURE: _____



DATE: November 4th, 1996

REGISTERED AGENT FILING FEE: \$70.00