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TRANSMITTAL LETTER

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

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-07/16/97--01014--0001
*****78.75 *****78.75

SUBJECT: MADISON & WYCHE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KERMIT T. WYCHE, VP
Name (Printed or typed)

9200 NW 12TH AVENUE
Address

MIAMI, FLORIDA 33150
City, State & Zip

(305) 691-8229
Daytime Telephone number

97 JUL 14 PM 12:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W97-16294~~

PLEASE RETURN THE PHOTO COPY TO ME WITH THE FILING DATE STAMPED ON IT.

NOTE: Please provide the original and one copy of the articles.

QN 7-16-97

**ARTICLES OF INCORPORATION
OF
MADISON & WYCHE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be Madison & Wyche, Inc.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$0.10 par value

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be located at

9200 NW 12th Avenue
Miami, Florida 33150

VI

The Board of Directors of this corporation shall consist of not less than one (1) and not more than (7) members.

VII

The name and address of the Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until his successors shall have been elected and qualified, are as follows:

Davie J. Madison	- President	9200 NW 12th Avenue, Miami, FL 33150
Zoe T. Madison	- VP	9200 NW 12th Avenue, Miami, FL 33150
Gloria Packingham	- VP	2011 NW 184th Street, Miami, FL 33056
Kermit T. Wyche	- VP/Treasurer	19274 NW 12th Street, Pembroke Pines, FL 33029
April D. Wyche	- VP/Secretary	19274 NW 12th Street, Pembroke Pines, FL 33029

VIII

The registered agent and the registered office for this corporation is

Davie James Madison
9200 NW 12th Avenue
Miami, Florida 33150

IX

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

Kermit T. Wyche
19274 NW 12th Street
Pembroke Pines, FL 33029

 VP
Kermit T. Wyche

JULY 6, 1997
Date

X

The officers of the corporation until the first meeting of the corporation of Board of Directors, or until successors are elected shall be:

Davie J. Madison

Zoe T. Madison

Gloria Packingham

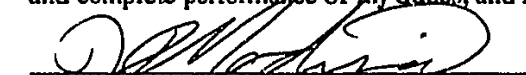
Kermit T. Wyche

April D. Wyche

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above 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 and complete performance of my duties, and I am familiar of my position as registered agent.


Davie J. Madison

7/6/97
Date