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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C RODRIGUEZ *Luis*

PHONE: (305)672-0686

FAX #: (305)672-9110

EFFECTIVE DATE

NAME: BAR MANAGEMENT ADVISORS, INC. *1-20-98*

AUDIT NUMBER.....H98000001283

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....(4)

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Bar Management Advisors, Inc.

EFFECTIVE DATE
1-20-98

Article II. Address

The mailing address of the Corporation is:
Bar Management Advisors, Inc.
3801 PGA Boulevard
Palm Beach FL 33410

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jeffrey L. Rubinger
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Bruce A. Rendina

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jeffrey L. Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jeffrey L. Rubinger
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 21, 1998.



JEFFREY L. RUBINGER
by L.A. Uriarte as attorney-in-fact

Jeffrey L. Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Bar Management Advisors, Inc.

REGISTERED AGENT/OFFICE:

Jeffrey L. Rubinger

250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

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TALLAHASSEE FLORIDA

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JEFFREY L. RUBINGER
by L.A. Uriarte as attorney-in-fact

Date: January 21, 1998

Jeffrey L. Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
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West Palm Beach FL 33401
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