

TRANSMITTAL LETTER

P98000076476

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

FILED
98 SEP -2 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Westchester Specialty Services, Inc.
(Proposed corporate name - must include suffix)

500002630775--6
-09/02/98--01002--013
***131.25 ***131.25

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: John Dickson
Name (Printed or typed)

Blake, Ruggby + Merrin, P.A.
204 South Monroe St
Address

Tallahassee 32305
City, State & Zip

681-6710
Daytime Telephone number

RECEIVED
98 SEP -1 PM 4: 16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Call when ready

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

ARTICLES OF INCORPORATION
OF
WESTCHESTER SPECIALTY SERVICES, INC.

FILED
98 SEP -2 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, does hereby certify as follows:

FIRST: That the name of said corporation shall be "Westchester Specialty Services, Inc." (hereinafter the "Corporation").

SECOND: That the Corporation's Florida address is 204 South Monroe Street, Tallahassee, Florida 32301, and the name of the Corporation's registered agent is Timothy J. Meenan.

THIRD: That the purposes or purposes for which said corporation is formed to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes.

FOURTH: That the amount of the total authorized capital stock of said corporation shall be one thousand (1,000) shares of common stock with a par value of one (\$1.00 U.S.) dollar per share. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote and all outstanding shares have equal voting rights in all respects. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of the capital of the Corporation.

FIFTH: That the affairs and business of said corporation shall be managed by a Governing Board who shall be styled "Directors".

SIXTH: That the shares of the capital stock of said corporation when fully paid up, shall be non-assessable.

SEVENTH: That the duration of the existence of said corporation shall be without limit.

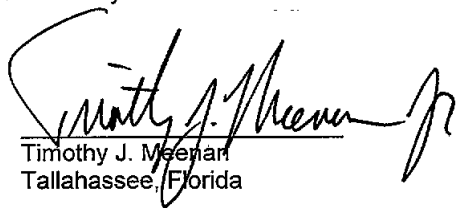
EIGHTH: The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented. The Corporation shall indemnify any director or officer made a party to any action, suit, or proceeding by or on behalf of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a director or of any other corporation which position he held at the request of the Corporation, against all reasonable expenses, including, but not limited to, attorneys' fees and court costs, except in relation to matters which allege malfeasance in the discharge of his duties to the Corporation. The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Florida Law.

NINTH: These Articles of Incorporation may be amended in the manner provided by law and ma be amended without adoption at a formal meeting if all of the directors sign a written statesman approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.


TENTH: The name and address of the sole incorporator are as follows:

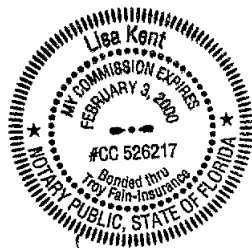
Timothy J. Meenan
204 South Monroe Street
Tallahassee, Florida 32301

The following incorporator hereby executes the foregoing Articles of Incorporation before an officer authorized to take acknowledgements for delivery of these articles to the Florida Secretary of State for filing.


Timothy J. Meenan
Tallahassee, Florida

Subscribed and subscribed
before me this 1 day of
September, 1998, by
Timothy J. Meenan
who is personally known to me.


Notary Public Lisa Kent
My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Westchester Specialty Services, Inc.

2. The name of the registered agent and office is:

Timothy J. Meenan
204 South Monroe Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certification, 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 Registered Agent



Date

FILED
98 SEP -2 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA