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FROM: REYNOLDS & REYNOLDS,
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DEPARTMENT OF STATE
STATE OF FLORIDA
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PHONE: (407) 391-1000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: 555 HOLDING GROUP, INC.

FAX AUDIT NUMBER: H96000005675

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**ARTICLES OF INCORPORATION
OF
555 Holding Group Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

555 Holding Group Inc.

ARTICLE II

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(b) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for improvement of property owned by the corporation or in which it may have an interest.

(c) To sell, lease, and exchange real estate and to actively solicit and procure vendors and purchasers of real and personal property; and to buy, hold, mortgage, sell, convey,

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lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries, to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class, and description.

(d) To contract debts and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(e) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by and other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To engage in any and all lawful acts or activities related to any of the above.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time

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is 100 shares of common stock, having a nominal or par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$.01.

ARTICLE IV

TERM

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND PRINCIPAL OFFICE

The registered Agent for the corporation shall be
BRENDA LEE HAMILTON, ESQUIRE, and registered and principal office to be located at 555 S.
Federal Suite 400, Boca Raton, Florida 33432, or such other person place as the Board of
Directors shall from time to time direct, with appropriate notice being given to the secretary of state
in accordance with law.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one (1) nor more than five directors, as set forth in
the By-Laws. The names and street addresses of the first Board of Directors of this
corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the
laws of the State of Florida, shall hold office until their successors have been elected are

Tom DiStefano III whose address is 555 S. Federal, Suite 400, Boca Raton, Florida
33432

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**ARTICLE VII
INCORPORATORS**

The names and street addresses of the Incorporator of the
Articles of Incorporation is:
Tom DiStefano III
whose address is 555 S. Federal, Suite 400, Boca Raton, Florida 33432

**ARTICLE VIII
SPECIAL PROVISIONS**

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be

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taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this

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Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

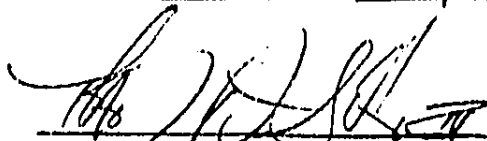
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

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ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner and with the provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Boca Raton, Palm Beach County, Florida, this 22 day of April, 1996.

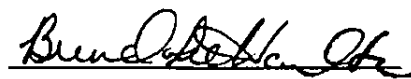

Thomas L. DiStefano III, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared THOMAS L. DISTEFANO III, to me well known or who has provided _____ as Identification and who is known to me to be the individual described in and who executed the foregoing Articles of Incorporation of and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, this 22 day of April, 1996.



Notary Public



BRENDA HAMILTON
My Commission CC440903
Expires Mar. 16, 1999
Bonded by HAI
800-422-1868

PREPARED BY: BRENDA LEE HAMILTON ESQUIRE FLA.BAR 4618

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Designation and Acceptance of Registered Agent for a Florida
Corporation

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

1. The name of the corporation is 555 Holding Group Inc.
2. The name of the registered agent is Brenda Lee Hamilton.
3. The address of the registered agent/registered office is 555 South Federal Hwy. Suite 400, Boca Raton, Florida, 33432.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Brenda Lee Hamilton

Date: 4/22/96

PREPARED BY: BRENDA LFE HAMILTON ESQUIRE FLA.BAR 4618

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Wampler Buchanan & Breen

*A Professional Association
Attorneys and Counselors at Law*

555 S. Federal Highway

Suite 400

Boca Raton, Florida 33432

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175.00 **87.50

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JUL 10 1997
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

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APPROVED
/s/ [Signature]

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 607.1509, or 617.1509, Florida Statutes, the Undersigned, Brenda L. Hamilton hereby resigns as Registered Agent for 555 Holding Group Inc.

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


Signature of resigning agent 6/12/97

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