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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E Gaines St.
Tallahassee, Fl 32399

SUBJECT: ANCON MANAGEMENT CORPORATION

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of 70.00 for FILING FEE, REGISTERED AGENT .

WILLIAM L PLATTER
1027 SW 7TH STREET
BOCA RATON, FL 33432
(407)-367-7371

FILED
97 MAY -1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date:
5/15/97

97 MAY -1 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANCON MANAGEMENT CORPORATION

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

ANCON MANAGEMENT CORPORATION

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial Registered Agent Office and the Principal Office of the Corporation shall be:

JOHN WAGNER
3560 NW 3RD AVE
BOCA RATON, FL 33431

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors, initially. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one. The name and address of the initial Directors are:

JOHN WAGNER
AND
WILLIAM POLIDORO
3560 NW 3RD AVE
BOCA RATON, FL 33431

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator(s) of these Articles of Incorporation is\are:

JOHN WAGNER
AND
WILLIAM POLIDORO
3560 NW 3RD AVE
BOCA RATON, FL 33431

ARTICLE VIII - OFFICERS

The Corporation shall have initially the following officer(s):

JOHN WAGNER, PRES
WILLIAM POLIDORO, V. PRES

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XII - INDEMNIFICATION


This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April 29, 1997.



JOHN WAGNER

FILED
97 MAY - 1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA